

DOLLAR GENERAL CORP

Reported by GARRATT JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/20 for the Period Ending 03/17/20

Address 100 MISSION RIDGE

GOODLETTSVILLE, TN, 37072

Telephone 6158554000

CIK 0000029534

Symbol DG

SIC Code 5331 - Retail-Variety Stores

Industry Discount Stores

Sector Consumer Cyclicals

Fiscal Year 02/02



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| The state of the potential tensor | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | ool | 5. Relationshi | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|--|--|--|---|--|---|--|--|---------------------------------------|---|---|------------------------------|---|---|
| | | | | | | | | | | | (Check all app | (Check all applicable) | | | |
| | | | | DOLLAR GENERAL CORP [DG] | | | | | | | | | | | |
| (First |) (Mic | ldle) | 3. 1 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | | | | |
| ` | , | , | | | | | | | | | | | | | |
| 100 MISSION RIDGE | | | | 3/17/2020 | | | | | | | EVP & Chief | f Financia | al Officer | | |
| (Street) | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | 6. Individual | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| COVIT I I | 7 TEN 25 | 0.73 | | | | | | | | | | | | | |
| | | | | | | | | | | | X Form filed by | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| city) (Sta | te) (Zip) |) | | | | | | | | | | | | | |
| | , | T 11 T N | | . , | | ., | | | . , | c D | e . n o | | | | |
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| 1.Title of Security (Instr. 3) | | | | | | | | | | | | | | | Nature of Indirect |
| | | | | Date, | | | | | | Instr. 3 and 4) | | | Form: | : Beneficial | |
| | | | | | | | | | | | | | | | Ownership (Instr. 4) |
| | | | | | | Code | V | Amoi | | | | | | (I) (Instr. | , |
| | | | | | I | Code | | Ainot | ant (D) | Trice | | | | (") | |
| Tah | le II - Deri | vative Sec | curities | Ben | eficially | Owned | (e.g., | puts. | calls, wa | arrants. | options, conve | rtible seci | urities) | | |
| | | | | | | | | | | | | | | 10 | 11. Nature |
| Security Conversion or Exercise Price of Derivative Execution Cod (Instr. 3) Conversion or Exercise Price of Derivative Execution Cod (Instr. 6) Execution Cod (Instr. 6) Execution Cod (Instr. 6) Execution Cod (Instr. 6) | | | Code | e Derivative Securities tr. 8) Acquired (A) or | | | | | | Securities | Underlying | Inderlying Derivative derivative | | Ownership of Indirect Form of Beneficial | |
| | | | (Instr. 8) | | | | | | | | | | | | |
| | | | | , | (Instr. 3, 4 and 5) | | ` | | ` | , | | Owned | Security: (| (Instr. 4) | |
| Security | | | | | | | Date | | Expiration | m: 1 | Amount or | | Reported | or Indirect | |
| | | | Code | v | (A) | (D) | Exerc | | | Title | Shares | | Transaction(s) (Instr. 4) | (I) (Instr. 4) | |
| | | | coue | + - | (-1) | (2) | + | | | - | | 1 | (111541. 1) | •, | |
| | | | | | | | | <u>(1)</u> | | Commo | | | | | |
| | Tab 2. Conversion or Exercise Price of | (First) (Micon Market M | (First) (Middle) N RIDGE (Street) TSVILLE, TN 37072 (State) (Zip) Table I - N 2. Tr 2. Tr Table II - Derivative Second Execution Date, if any Price of Derivative | Table II - Derivative Securities Conversion or Exercise Price of Derivative Security (First) (Middle) 3. 1 A MRIDGE (Street) 4. 1 Table I - Non-Der 2. Trans. Date Execution Date, if any A Trans. Code (Instr. 8) | Table II - Derivative Securities Ben Table II - Derivative Securities Ben 2. Conversion or Exercise Price of Derivative Security DOL: 3. Date 4. If An Table I - Non-Derivat 2. Trans. Date 2. Trans. Date 4. Trans. Code (Instr. 8) | Table II - Derivative Securities Beneficially 2. Conversion or Exercise Price of Derivative Security 2. Table II - Derivative Securities Beneficially 2. Conversion or Exercise Price of Derivative Security Date D | Table II - Derivative Securities Beneficially Owned Table II - Derivative Securities Beneficially Owned 2. Trans. Date Execution Date, if any Table II - Derivative Securities Beneficially Owned 2. Conversion or Exercise Price of Derivative Security Table II - Derivative Securities Beneficially Owned Table II - Derivative Securities Beneficially Owned | Table II - Derivative Securities Beneficially Owned (e.g., Conversion or Exercise Price of Derivative Security DOLLAR GENERAL 3. Date of Earliest Transaction 3. Jane of Earliest Transaction 4. If Amendment, Date Origin Table I - Non-Derivative Securities Acquir 2. Trans. Date Execution Date, if any Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Execurity Date Execution Date, if any Date Execution Date Execution Date, if any Date Execution Date Execution Date Execution Date, if any Date Execution Date | Table II - Derivative Securities Beneficially Owned (e.g., puts.) Table II - Derivative Securities Beneficially Owned (e.g., puts.) Table II - Derivative Securities Acquired (A) or Disposed of (D) Price of Derivative Security Date Exercise Price of Derivative Security Date Date Exercise Expiration II Date Exercise Price of Date Exercise Price of Derivative Security Date Exercise Price of Date Exercise Price of Derivative Security Date Exercise Expiration II Date Exercise Expiration II Date Exercise Exercise Expiration II Date Exercise Expiration II Date Exercise Exercise Expiration II Date Exercise Expiration II Date Exercise Exercise Exercise Exercise Expiration II Date Exercise Exerc | DOLLAR GENERAL CORP [DO | DOLLAR GENERAL CORP [DG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) NRIDGE 3/17/2020 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Be 2. Trans. Date 2A. Deemed Execution Date, if any Execution or Exercise Price of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, Code (Instr. 8) Code V Amount (D) Price Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, Code (Instr. 8) Code Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Security Date Expiration Date Expiration Date Date | Check all appoint Check all appoint | Check all applicable | DOLLAR GENERAL CORP [DG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) | Check all applicable Check all applicable |

Explanation of Responses:

(1) The option vests in four annual installments of 25% beginning on April 1, 2021, subject to certain forfeiture and accelerated vesting provisions.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Garratt John W | | | | | | | |
| 100 MISSION RIDGE | | | EVP & Chief Financial Officer | | | | |
| GOODLETTSVILLE, TN 37072 | | | | | | | |

Signatures

| /s/ John Garratt | 3/19/2020 | | |
|---------------------------------|-----------|--|--|
| **Signature of Reporting Person | Date | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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