

# **DOLLAR GENERAL CORP**

Reported by  
**FLANIGAN JOHN W**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/05/12 for the Period Ending 10/03/12

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>Flanigan John W</b>  (Last) (First) (Middle)  <b>100 MISSION RIDGE</b>  (Street)  <b>GOODLETTSVILLE, TN 37072</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [ DG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP, Global Supply Chain</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>10/3/2012</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/3/2012		S		29489	D	\$51.75	3382	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$7.9975	10/3/2012		A		2254		10/3/2012	8/28/2018	Common Stock	2254	\$0	20539 (1)	D	
Employee Stock Option (Right to Buy)	\$12.1975	10/3/2012		A		564		10/3/2012	5/28/2019	Common Stock	564	\$0	5135 (2)	D	

**Explanation of Responses:**

- (1) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.47% of such option as a result of a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria and are scheduled to vest on May 27, 2013 and which have the same exercise price and expiration date as the option reported herein as acquired; and (b) 2,254 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (2) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.47% of such option as a result of a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria and are scheduled to vest on May 27, 2013, and which have the same exercise price and expiration date as the option reported herein as acquired; and (b) 564 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072</b>			<b>EVP, Global Supply Chain</b>	

**Signatures**/s/ Susan S. Lanigan, Attorney-in-Fact10/5/2012

\*\* 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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