

DOLLAR GENERAL CORP

Reported by
FLANIGAN JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/20/13 for the Period Ending 09/18/13

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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Form 5 obligations may
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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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Flanigan John W			DOLLAR GENERAL CORP [DG]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Global Supply Chain		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			9/18/2013					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GOODLETTSVILLE, TN 37072						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	9/18/2013		M		23182	A	\$7.9975	38934	D	
Common Stock	9/18/2013		M		5795	A	\$12.1975	44729	D	
Common Stock	9/18/2013		M		15731	A	\$25.25	60460	D	
Common Stock	9/18/2013		F		25302.5722	D	\$57.92	35157.4278	D	
Common Stock	9/18/2013		D		1.4278	D	\$57.92	35156	D	
Common Stock	9/19/2013		S		19404	D	\$58.3879 (5)	15752	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.9975	9/18/2013		M		23182		(1)	8/28/2018	Common Stock	23182	\$0	0	D	
Employee Stock Option (Right to Buy)	\$12.1975	9/18/2013		M		5795		(2)	5/28/2019	Common Stock	5795	\$0	0	D	
Employee Stock Option (Right to Buy)	\$25.25	9/18/2013		M		15731		(3)	3/24/2020	Common Stock	15731	\$0	12439 (4)	D	

Explanation of Responses:

- The number of securities reported in the first row of column 5 vested as to 4,897 shares on July 11, 2013 and as to 18,285 shares on May 27, 2013.
- The securities reported in the second row of column 5 vested as to 1,224 shares on July 11, 2013 and as to 4,571 shares on May 27, 2013.
- The securities reported in the third row of column 5 vested as to 3,291 shares on March 19, 2013 and as to 12,440 shares on March 24, 2013.
- The number of securities reported in the third row of column 9 represents 12,439 unvested time-based options with the same exercise price and expiration date as the securities reported in the third row of column 5 that are scheduled to vest on March 24, 2014.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.33 to \$58.42, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Reporting Owners

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

Signatures/s/ Rhonda M. Taylor, Attorney-in-Fact9/20/2013

**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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