

DOLLAR GENERAL CORP

Reported by
FLANIGAN JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/23/15 for the Period Ending 03/19/15

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**

OMB APPROVAL
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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 * Flanigan John W (Last) (First) (Middle) 100 MISSION RIDGE (Street) GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Global Supply Chain
3. Date of Earliest Transaction (MM/DD/YYYY) 3/19/2015		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	3/19/2015		M		1198	A	\$7.9975	30444	D	
Common Stock	3/19/2015		F		577	D	\$74.91	29867	D	
Common Stock	3/19/2015		M		300	A	\$12.1975	30167	D	
Common Stock	3/19/2015		F		155	D	\$74.91	30012	D	
Common Stock	3/19/2015		M		26951	A	\$25.25	56963	D	
Common Stock	3/19/2015		F		15558	D	\$74.91	41405	D	
Common Stock	3/20/2015		F		901	D	\$75.78	40504	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	3/19/2015		M		1198		12/11/2013	8/28/2018	Common Stock	1198	\$0	0	D	
Employee Stock Option (Right to Buy)	\$12.1975	3/19/2015		M		300		12/11/2013	5/28/2019	Common Stock	300	\$0	0	D	
Employee Stock Option (Right to Buy)	\$25.25	3/19/2015		M		26951		(2)	3/24/2020	Common Stock	26951	\$0	0	D	

Explanation of Responses:

- (1) Shares of common stock surrendered to the Issuer in payment of taxes in connection with vesting and payment of a portion of performance share units granted on March 20, 2012.
- (2) The options exercised vested as to 12,439 shares on January 31, 2014, as to 12,439 shares on March 24, 2014, and as to 2,073 shares on January 30, 2015.

Reporting Owners

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

Signatures

/s/ John W. Flanigan

3/23/2015

—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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