

# **DOLLAR GENERAL CORP**

Reported by  
**RAVENER ROBERT D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/22/11 for the Period Ending 03/18/11

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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

## 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>Ravener Robert D</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 &amp; Chief People Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/18/2011</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			

**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	3/18/2011		A		11429		3/18/2011	8/28/2018	Common Stock	11429	\$0	84762 (1)	D	
Employee Stock Option (Right to Buy)	\$7.9975	3/18/2011		A		11429		3/18/2011	12/19/2018	Common Stock	11429	\$0	84762 (2)	D	
Employee Stock Option (Right to Buy)	\$25.25	3/18/2011		A		11185		3/18/2011	3/24/2020	Common Stock	11185	\$0	64873 (3)	D	

**Explanation of Responses:**

- (1) On August 28, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.334%, 20%, 20%, 20%, 20% and 11.666%, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2010 fiscal years were met, resulting in the vesting of the option as to 4,762, 11,429 and 11,429 shares, respectively. The number of securities reported in this column also includes 57,142 options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.
- (2) On December 19, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.334%, 20%, 20%, 20%, 20% and 11.666%, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2010 fiscal years were met, resulting in the vesting of the option as to 4,762, 11,429 and 11,429 shares, respectively. The number of securities reported in this column also includes 57,142 options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.
- (3) On March 24, 2010, the reporting person was granted an option to purchase 53,688 shares of common stock scheduled to vest in installments of 11,185, 13,422, 13,422, 13,422 and 2,237 shares, respectively, per year based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years. The performance criteria for the 2010 fiscal year was met, resulting in the vesting of the option as to 11,185 shares. The number of securities reported in this column also includes 53,688 options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ravener Robert D</b> <b>100 MISSION RIDGE</b>			<b>EVP &amp; Chief People Officer</b>	

**Signatures**

/s/ Robert D. Ravener

3/21/2011

—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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