

DOLLAR GENERAL CORP

Reported by
GUION KATHLEEN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/10/10 for the Period Ending 12/08/10

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

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)		
GUION KATHLEEN			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) Div. Pres., Store Ops & Dev.		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			12/8/2010					
(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	12/8/2010		M		75877	A	\$2.1875	77949	D	
Common Stock	12/8/2010		M		36359	A	\$7.9975	114308	D	
Common Stock	12/8/2010		F		31077.4286	D	\$30.84	83230.5714	D	
Common Stock	12/8/2010		F		19244.7942	D	\$30.84	63985.7772	D	
Common Stock	12/8/2010		D		.5714	D	\$30.84	63985.2058	D	
Common Stock	12/8/2010		D		.2058	D	\$30.84	63985	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)	\$2.1875	12/8/2010		M		13110		(1)	12/2/2013	Common Stock	13110	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.1875	12/8/2010		M		20288		(2)	8/24/2014	Common Stock	20288	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.1875	12/8/2010		M		37922		(3)	3/16/2016	Common Stock	37922	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.1875	12/8/2010		M		4557			7/6/2007	Common Stock	4557	\$0	0	D	
Employee Stock Option (Right to Buy)	\$7.9975	12/8/2010		M		36359			3/20/2008	Common Stock	36359	\$0	363641 (4)	D	

Explanation of Responses:

- The option vested as to 25% on each of December 2, 2004 and December 2, 2005 and as to 50% on February 3, 2006.
- The option vested as to 25% on August 24, 2005 and as to 75% on February 3, 2006.
- The option vested as to 25% on March 16, 2007 and as to 75% on July 6, 2007.
- The number of securities reported in this column represents (a) 250,000 options that are subject to time-vesting criteria, 150,000 of which are vested and 100,000 of which are scheduled to vest 50% on each of July 6, 2011 and July 6, 2012; and (b) 150,000 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 100,000 options which are scheduled to vest 50% per

year based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 28, 2011 and February 3, 2012.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUION KATHLEEN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Div. Pres., Store Ops & Dev.	

Signatures

/s/ Kathleen R. Guion

12/10/2010

—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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