

# **DOLLAR GENERAL CORP**

Reported by  
**RAVENER ROBERT D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/06/12 for the Period Ending 06/05/12

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

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

**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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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)		
<b>Ravener Robert D</b>			<b>DOLLAR GENERAL CORP [ DG ]</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP &amp; Chief People Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>6/5/2012</b>					
100 MISSION RIDGE			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
GOODLETTSVILLE, TN 37072						<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	6/5/2012		M		55510	A	\$7.9975	55510	D	
Common Stock	6/5/2012		F		26266.8562	D	\$46.76	29243.1438	D	
Common Stock	6/5/2012		D		.1438	D	\$46.76	29243	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.9975	6/5/2012		M	1379	(1)	8/28/2018	Common Stock	1379	\$0	22856 (2)	D	
Employee Stock Option (Right to Buy)	\$7.9975	6/5/2012		M	54131	(3)	12/19/2018	Common Stock	54131	\$0	42059 (4)	D	

**Explanation of Responses:**

- The securities reported in row one of column 5 vested on March 21, 2012.
- The number of securities reported in this column represents unvested options subject to time-vesting criteria which are scheduled to vest 50% on August 25, 2012 and 50% on August 25, 2013.
- The securities reported in row two of column 5 vested as to 4,762 shares on March 19, 2009, as to 11,429 shares on each of March 25, 2010, March 18, 2011, August 25, 2009 and August 25, 2010, and as to 3,653 shares on August 25, 2011.
- The number of securities reported in this column represents (a) 30,631 options subject to time-vesting criteria, 7,775 of which are vested and the remainder of which are scheduled to vest 50% on August 25, 2012 and 50% on August 25, 2013; and (b) 11,428 options which

vested after the Issuer's satisfaction of certain performance-vesting criteria.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ravener Robert D</b> <b>100 MISSION RIDGE</b> <b>GOODLETTSVILLE, TN 37072</b>			<b>EVP &amp; Chief People Officer</b>	

**Signatures**

/s/ Robert D. Ravener

6/6/2012

\*\* 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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