

# **DOLLAR GENERAL CORP**

Reported by  
**ELLIOTT ANITA C**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/20/07 for the Period Ending 03/16/07

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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[ ] 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>ELLIOTT ANITA C</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 <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP &amp; Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/16/2007</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

**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	3/16/2007		M		1554.05	A	\$0	2347.05	D	
Common Stock	3/16/2007		F		411.0464	D	\$21.1	1936.0036	D	
Common Stock	3/16/2007		D		0.0036	D	\$21.1	1936	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				
Restricted Stock Units	(1)	3/16/2007		M		1554.05		3/16/2007	3/16/2007	Common Stock	1554.05	\$0	5227.67	D	
Restricted Stock Units (1)	(1)	3/16/2007		A		7612		(2)	(2)	Common Stock	7612	\$0	12889.67 (3)	D	
Employee Stock Option (Right to Buy)	\$21.1	3/19/2007		A		21567		(4)	3/19/2007	Common Stock	21567	\$0	21567	D	

**Explanation of Responses:**

- (1) The RSUs convert to shares of common stock on a one-for-one basis.
- (2) The RSUs vest and become payable ratably in three annual installments beginning on March 19, 2008.
- (3) The RSUs vest and become payable on various dates ranging from August 22, 2007 to March 19, 2010. The total amount includes RSUs that were acquired since the reporting person's last report reflecting ownership of RSUs. Those RSUs were acquired pursuant to automatic dividend reinvestments that were exempt from reporting pursuant to Rule 16a-11.
- (4) The option vests in four equal annual installments beginning on March 19, 2008.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ANITA C 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Senior VP & Controller	

**Signatures**

Susan B. Lanigan

3/19/2007

\*\*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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