

# **DOLLAR GENERAL CORP**

Reported by  
**FLANIGAN JOHN W**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/12/16 for the Period Ending 04/08/16

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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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

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>Flanigan John W</b>			<b>DOLLAR GENERAL CORP [ DG ]</b>			<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>EVP, Global Supply Chain</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>100 MISSION RIDGE</b>			<b>4/8/2016</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>GOODLETTSVILLE, TN 37072</b>						<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	4/8/2016		M		9360	A	\$45.25	26583	D	
Common Stock	4/8/2016		M		6873	A	\$48.11	33456	D	
Common Stock	4/8/2016		M		13906	A	\$57.91	47362	D	
Common Stock	4/8/2016		S		30139	D	\$82.1511 (1)	17223	D	
Common Stock	4/8/2016		S		5057	D	\$82.2752 (2)	12166	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)	\$45.25	4/8/2016		M		9360		3/20/2016	3/20/2022	Common Stock	9360	\$0	0	D	
Employee Stock Option (Right to Buy)	\$48.11	4/8/2016		M		6873		3/18/2016	3/18/2023	Common Stock	6873	\$0	6873 (3)	D	
Employee Stock Option (Right to Buy)	\$57.91	4/8/2016		M		13906		(4)	3/18/2024	Common Stock	13906	\$0	13906 (5)	D	

### Explanation of Responses:

- The price reported in the fourth row of Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.04 to \$82.26, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in the fifth row of Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.13 to \$82.30, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The number of securities reported in the second row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions.
- The options exercised vested as to 6,953 shares on March 18, 2015 and as to 6,953 shares on March 18, 2016.
- The number of securities reported in the third row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to

vest evenly on each of March 18, 2017 and March 18, 2018, subject to certain forfeiture and accelerated vesting provisions.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Flanigan John W</b> <b>100 MISSION RIDGE</b> <b>GOODLETTSVILLE, TN 37072</b>			<b>EVP, Global Supply Chain</b>	

**Signatures**

/s/ John Flanigan

4/12/2016

—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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