

# **DOLLAR GENERAL CORP**

Reported by  
**RAVENER ROBERT D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/30/12 for the Period Ending 11/27/12

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

**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>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"/> 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>11/27/2012</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input 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	11/27/2012		A		285		11/27/2012	8/28/2018	Common Stock	285	\$0	17807 (1)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/27/2012		A		285		11/27/2012	12/19/2018	Common Stock	285	\$0	17807 (2)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/28/2012		A		229		11/28/2012	8/28/2018	Common Stock	229	\$0	18036 (3)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/28/2012		A		229		11/28/2012	12/19/2018	Common Stock	229	\$0	18036 (4)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/29/2012		A		514		11/29/2012	8/28/2018	Common Stock	514	\$0	18550 (5)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/29/2012		A		514		11/29/2012	12/19/2018	Common Stock	514	\$0	18550 (6)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/30/2012		A		1200		11/30/2012	8/28/2018	Common Stock	1200	\$0	19750 (7)	D	
Employee Stock Option (Right to Buy)	\$7.9975	11/30/2012		A		1200		11/30/2012	12/19/2018	Common Stock	1200	\$0	19750 (8)	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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,379 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,379 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (3) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,608 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (4) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,608 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (5) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 7,122 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (6) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 7,122 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (7) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 8,322 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (8) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 8,322 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

#### Reporting Owners

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

**Signatures**

/s/ Robert D. Ravener

11/30/2012

Date

\*\* Signature of Reporting Person

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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