

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**

OMB APPROVAL
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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)		
RHODES WILLIAM C III			DOLLAR GENERAL CORP [DG]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
100 MISSION RIDGE			12/22/2020					
(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		
(City) (State) (Zip)						<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	12/18/2020		G	V	4830	D	\$0	23597 ⁽¹⁾	I	By Trust
Common Stock	12/22/2020		M		3194	A	\$33.16	19824.3594 ⁽²⁾	D	
Common Stock	12/24/2020		G	V	2400	D	\$0	21197	I	By Trust

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				
Director Stock Option (Right to Buy)	\$33.16	12/22/2020		M		3194		⁽³⁾	5/25/2021	Common Stock	3194	\$0	0	D	

Explanation of Responses:

- In addition to accounting for the transaction reported on the first row of Table I (transfer of shares previously held indirectly by Insider in a trust to a trust whereby Insider no longer indirectly holds such shares), the number of shares reported in Column 5 of Row 1 of this Table I also accounts for a December 18, 2020 transfer of 4,830 shares previously held directly by Insider to a trust through which Insider indirectly holds the shares in such trust.
- The number of shares reported in Column 5 of Row 2 of this Table I accounts for the December 18, 2020 transfer of 4,830 shares previously held directly by Insider to a trust through which Insider indirectly holds the shares in such trust (also described in Footnote 1) and also includes 3.3594 additional restricted stock units, which were acquired through exempt transactions as a result of dividend equivalent rights on July 21, 2020 and October 20, 2020, representing the right to receive shares of common stock upon vesting and/or payment.
- The option exercised vested as to 800 shares on May 25, 2012 and as to 798 options on each of May 25, 2013, May 25, 2014 and May 25, 2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHODES WILLIAM C III 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X			

Signatures

/s/ Christine L. Connolly, Attorney-in-Fact

12/28/2020

**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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