

DOLLAR GENERAL CORP

Reported by
SUNDERLAND STEVEN G

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 08/29/19 for the Period Ending 08/27/19

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

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
SUNDERLAND STEVEN G			8/27/2019		DOLLAR GENERAL CORP [DG]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
100 MISSION RIDGE			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Store Operations /				
(Street)			5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7461 (1)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	(2)	12/3/2024	Common Stock	6536	\$66.69	D	
Employee Stock Option (Right to Buy)	(3)	3/17/2025	Common Stock	10002	\$74.72	D	
Employee Stock Option (Right to Buy)	(4)	3/16/2026	Common Stock	10016	\$84.67	D	
Employee Stock Option (Right to Buy)	(5)	3/22/2027	Common Stock	9018	\$70.68	D	
Employee Stock Option (Right to Buy)	(6)	3/21/2028	Common Stock	6877	\$92.98	D	
Employee Stock Option (Right to Buy)	(7)	3/20/2029	Common Stock	6420	\$117.13	D	

Explanation of Responses:

- (1) Includes 375 restricted stock units representing the right to receive shares of common stock upon vesting ("RSUs") that are scheduled to vest on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions; 596 RSUs that are scheduled to vest evenly on April 1, 2020 and April 1, 2021, subject to certain forfeiture and accelerated vesting provisions; 853 RSUs that are scheduled to vest in three annual installments of 33 1/3% beginning on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions; 203 earned but unvested performance share units representing the right to receive shares of common stock upon vesting ("PSUs") that are scheduled to vest on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions;

and 292 earned but unvested PSUs that are scheduled to vest evenly on April 1, 2020 and April 1, 2021, subject to certain forfeiture and accelerated vesting provisions.

- (2) Vested as to 1,634 shares on December 3, 2015, as to 1,634 shares on December 3, 2016, as to 1,634 shares on December 3, 2017, and as to 1,634 shares on December 3, 2018.
- (3) Vested as to 2,502 shares on April 1, 2016, as to 2,500 shares on April 1, 2017, as to 2,500 shares on April 1, 2018, and as to 2,500 shares on April 1, 2019.
- (4) Vested as to 2,504 shares on April 1, 2017, as to 2,504 shares on April 1, 2018, and as to 2,504 shares on April 1, 2019. The remaining portion of the option is scheduled to vest as to the 2,504 shares on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions.
- (5) Vested as to 2,256 shares on April 1, 2018 and as to 2,254 shares on April 1, 2019. The remaining portion of the option is scheduled to vest as to 2,254 shares on April 1, 2020 and as to 2,254 shares on April 1, 2021, subject to certain forfeiture and accelerated vesting provisions.
- (6) Vested as to 1,720 shares on April 1, 2019. The remaining portion of the option is scheduled to vest as to the 5,157 shares in three annual installments of 33 1/3% beginning on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions.
- (7) Vests in four annual installments of 25% beginning on April 1, 2020, subject to certain forfeiture and accelerated vesting provisions.

Remarks:

Exhibit List: Exhibit 24--Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUNDERLAND STEVEN G 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP, Store Operations	

Signatures

/s/ Steven G. Sunderland

8/29/2019

**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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Rhonda M. Taylor and Christine L. Connolly, each of whom may act individually, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Dollar General Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission ("SEC") and any stock exchange or similar authority;

(3) complete, execute and file a Form ID or such other document or documents as may be required from time to time by the SEC to enable the filing of such Form 3, 4 or 5; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact,

in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of August 2019.

/s/ Steven G. Sunderland

Steven G. Sunderland