

# **DOLLAR GENERAL CORP**

Reported by  
**TAYLOR RHONDA**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 06/05/13 for the Period Ending 06/01/13

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>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   |  |  |
| <b>TAYLOR RHONDA</b>                      |         |          | <b>6/1/2013</b>   |  | <b>DOLLAR GENERAL CORP [DG]</b>   |  |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |   |  |  |
| <b>100 MISSION RIDGE</b>                  |         |          | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP &amp; General Counsel /</b> |  |   |  |  |
| (Street)                                  |         |          | 5. 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<br><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) |
|---------------------------------|---|--|---|
| <b>Common Stock</b>             | <b>1452</b> (1)                                       | <b>D</b>   |   |

**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 |  |   |   |
| <b>Employee Stock Option (Right to Buy)</b> | (2)  | <b>3/24/2020</b> | <b>Common Stock</b>   | <b>8785</b>                | <b>\$25.25</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | (3)  | <b>3/20/2022</b> | <b>Common Stock</b>   | <b>4729</b>                | <b>\$45.25</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | (4)  | <b>3/18/2023</b> | <b>Common Stock</b>   | <b>2999</b>                | <b>\$48.11</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | (5)  | <b>5/28/2023</b> | <b>Common Stock</b>   | <b>6908</b>                | <b>\$54.48</b>   | <b>D</b>  |   |

**Explanation of Responses:**

- (1) Includes 711 restricted stock units which represent the right to receive shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on March 18, 2014. Also includes 542 earned but unvested performance share units from a March 20, 2012 grant that are scheduled to vest in two annual installments of 50% beginning on March 18, 2014. Each performance share unit represents the right to one share of the Issuer's common stock upon vesting.
- (2) Vested as to 1,072 shares on March 18, 2011, as to 1,286 shares on March 21, 2012, as to 1,285 shares on March 19, 2013, as to 1,286 shares on March 24, 2011, as to 1,286 shares on March 24, 2012 and as to 1,285 shares on March 24, 2013. The remaining time-based portion of the option is scheduled to vest as to 1,285 shares on March 24, 2014.
- (3) Vests in four annual installments of 25% beginning on March 20, 2013.
- (4) Vests in four annual installments of 25% beginning on March 18, 2014.

(5) Vests in four annual installments of 25% beginning on May 28, 2014.

**Remarks:**

Exhibit List: Exhibit 24--Power of Attorney

**Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| TAYLOR RHONDA<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |               |           | SVP & General Counsel |       |

**Signatures**

/s/ Rhonda M. Taylor

6/5/2013

\*\*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 Christine L. Connolly 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 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 the foregoing attorney-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 attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30<sup>th</sup> day of May, 2013.

/s/ Rhonda M. Taylor

Rhonda M. Taylor