

# **DOLLAR GENERAL CORP**

Reported by  
**TAYLOR RHONDA**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/15/18 for the Period Ending 03/13/18

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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[ ] 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>TAYLOR RHONDA</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 <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; General Counsel</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/13/2018</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	3/13/2018		A		8581	(U)	A	\$0	24692	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				

**Explanation of Responses:**

(1) Performance share units ("PSUs") earned by the reporting person from a March 22, 2017 grant, as certified by the Issuer's Compensation Committee on March 13, 2018. Each PSU represents the right to one share of the Issuer's common stock. The amount reported includes (i) 3,313 PSUs earned as a result of the Issuer's fiscal year 2017 adjusted ROIC performance, all of which will become vested & be settled & paid in unrestricted shares of the Issuer's common stock on April 1, 2018; & (ii) 5,268 PSUs that were earned as a result of the Issuer's fiscal year 2017 adjusted EBITDA performance, 1,756 of which will become vested & be settled and paid in unrestricted shares of the Issuer's common stock on April 1, 2018, & the remainder of which remains subject to time-based vesting requirements (1,756 on each of April 1, 2019 and April 1, 2020) & certain forfeiture and accelerated vesting provisions, & once vested are payable solely in unrestricted shares of the Issuer's common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR RHONDA 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			<b>EVP &amp; General Counsel</b>	

**Signatures**

/s/ Rhonda M. Taylor

3/15/2018

\*\*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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