

# **DOLLAR GENERAL CORP**

Reported by  
**GOLDMAN SACHS & CO. LLC**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/24/09 for the Period Ending 11/20/09

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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### 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>GOLDMAN SACHS GROUP INC</b>  (Last) (First) (Middle)  <b>85 BROAD ST</b>  (Street)  <b>NEW YORK, NY 10004</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [ DG ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>11/20/2009</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	11/20/2009		P		200	A	\$23.15	64991987	I	See footnotes (1)(2)(3)(4)
Common Stock	11/20/2009		S		200	D	\$23.15	64991787	I	See footnotes (1)(2)(3)(4)

**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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, the Goldman Sachs will remit appropriate profits, if any, to Dollar General Corporation (the "Company"). Goldman Sachs is a wholly-owned subsidiary of GS Group.
- (2) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 64,991,787 shares of common stock, par value \$0.875 per share (the "Common Stock") of the Company, consisting of 1,525 shares of Common Stock that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company, pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan"), and 64,990,262 shares of Common Stock by reason of the indirect beneficial ownership of such shares by certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities").
- (3) Adrian M. Jones has an understanding with GS Group pursuant to which shares granted to him under the Plan are held for the benefit of GS Group. The Investing Entities may be deemed to beneficially own indirectly 64,990,262 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities.
- (4) Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		

GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		
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**Signatures**

/s/ Kevin P. Treanor, Attorney-in-fact

11/24/2009

\*\*Signature of Reporting Person

Date

/s/ Kevin P. Treanor, Attorney-in-fact

11/24/2009

\*\*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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