

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0362
Estimated average burden
hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Form 3 Holdings Reported
 Form 4 Transactions Reported

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 * RHODES WILLIAM C III (Last) (First) (Middle) 100 MISSION RIDGE (Street) GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) <p align="center">2/3/2023</p> 4. If Amendment, Date Original Filed(MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)
				Amount	(A) or (D)	Price			
Common Stock	11/21/2018		P4 (U)	64	A	\$106.0812	12761	I	By Trust
Common Stock	3/25/2019		S4 (U)	64	D	\$118.8200	12697	I	By Trust
Common Stock	8/3/2020		P4 (U)	32	A	\$192.2532	12729	I	By Trust
Common Stock	9/8/2020		P4	34	A	\$193.3593	12763	I	By Trust
Common Stock	1/11/2021		S4 (U)	29	D	\$216.0498	12734	I	By Trust
Common Stock	3/23/2021		S4	37	D	\$197.3444	12697	I	By Trust
Common Stock	12/13/2022		P	36	A	\$243.2461	12733	I	By Trust
Common Stock							34356.0612 (2)	D	

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- The reported transactions resulted in the reporting person's realization of a short-swing profit under Section 16(b) of the Securities Exchange Act of 1934 amounting to \$1,550.44. The reporting person voluntarily repaid the full amount of this short-swing profit to the Issuer.
- Includes 1.7356 additional restricted stock units, which were acquired through exempt transactions as a result of dividend equivalent rights on January 17, 2023, representing the right to receive shares of common stock upon vesting and/or payment.

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/ Bill Rhodes

3/20/2023

**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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