

DOLLAR GENERAL CORP

Reported by
VASOS TODD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/02/20 for the Period Ending 05/29/20

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	02/29

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
VASOS TODD J			DOLLAR GENERAL CORP [DG]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			5/29/2020					
(Street)			4. 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 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	5/29/2020		M		37440	A	\$45.25	178556	D	
Common Stock	5/29/2020		M		27492	A	\$48.11	206048	D	
Common Stock	5/29/2020		M		2880	A	\$56.48	208928	D	
Common Stock	5/29/2020		M		37926	A	\$57.91	246854	D	
Common Stock	5/29/2020		M		44786	A	\$74.72	291640	D	
Common Stock	5/29/2020		M		15000	A	\$84.67	306640	D	
Common Stock	5/29/2020		S		165224	D	\$191.0999 (1)	141416	D	
Common Stock	5/29/2020		S		300	D	\$192.0117 (2)	141116	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				
Employee Stock Option (Right to Buy)	\$45.25	5/29/2020		M		37440		(3)	3/20/2022	Common Stock	37440	\$0	0	D	
Employee Stock Option (Right to Buy)	\$48.11	5/29/2020		M		27492		(4)	3/18/2023	Common Stock	27492	\$0	0	D	
Employee Stock Option (Right to Buy)	\$56.48	5/29/2020		M		2880		(5)	12/3/2023	Common Stock	2880	\$0	0	D	
Employee Stock Option (Right to Buy)	\$57.91	5/29/2020		M		37926		(6)	3/18/2024	Common Stock	37926	\$0	0	D	
Employee Stock Option (Right to Buy)	\$74.72	5/29/2020		M		44786		(7)	3/17/2025	Common Stock	44786	\$0	0	D	
Employee Stock Option (Right to Buy)	\$84.67	5/29/2020		M		15000			4/1/2017 3/16/2026	Common Stock	15000	\$0	104599 (8)	D	

Explanation of Responses:

- The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$191.00 to \$191.98, inclusive. The reporting person undertakes to provide Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$192.005 to \$192.015, inclusive. The reporting person undertakes to provide Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange

Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

- (3) The option exercised vested as to 9,360 shares on each of March 20, 2013, March 20, 2014, March 20, 2015 and March 20, 2016.
- (4) The option exercised vested as to 6,873 shares on each of March 18, 2014, March 18, 2015, March 18, 2016 and March 18, 2017.
- (5) The option exercised vested as to 720 shares on each of December 3, 2014, December 3, 2015, December 3, 2016 and December 3, 2017.
- (6) The option exercised vested as to 9,483 shares on March 18, 2015 and as to 9,481 shares on each of March 18, 2016, March 18, 2017 and March 18, 2018.
- (7) The option exercised vested as to 11,198 shares on April 1, 2016 and as to 11,196 shares on each of April 1, 2017, April 1, 2018 and April 1, 2019.
- (8) The number of securities reported in the sixth row of Column 9 represents 14,902 options that vested on April 1, 2017, and 29,899 options that vested on each of April 1, 2018, April 1, 2019 and April 1, 2020.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X		Chief Executive Officer	

Signatures

/s/ Todd J. Vasos

6/2/2020

**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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