

Flanigan John W  
 Form 4  
 September 28, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Flanigan John W

(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. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, Global Supply Chain

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	09/27/2012		M		16,296	A	\$ 12.1975
Common Stock	09/27/2012		M		10,544	A	\$ 25.25
Common Stock	09/27/2012		F		15,466.0954	D	\$ 52
Common Stock	09/27/2012		D		0.9046	D	\$ 52
							37,794
							48,338
							32,871.9046
							32,871

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.25	09/27/2012		M	10,544	<u>(1)</u> 03/24/2020	Common Stock 10,544
Employee Stock Option (Right to Buy)	\$ 12.1975	09/27/2012		M	16,296	<u>(2)</u> 05/28/2019	Common Stock 16,296

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	EVP, Global Supply Chain

## Signatures

/s/ Susan .S. Lanigan,  
Attorney-in-Fact  
Date: 09/28/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The securities reported in the first row of column 5 vested as to 177 shares on March 24, 2011 and as to 10,367 shares on March 18, 2011.

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- (2) The securities reported in the second row of column 5 vested as to 2,583 shares on March 18, 2011, as to 4,571 shares on March 21, 2012, as to 4,571 shares on May 27, 2011, and as to 4,571 shares on May 27, 2012.

- The number of securities reported in the first row of column 9 represents (a) 22,807 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 49,759 options that are subject to time-vesting criteria, 24,880 of which are vested, 12,440 of which are scheduled to vest on March 24, 2013 and 12,439 of which are scheduled to vest on March 24, 2014.

- (4) The number of securities reported in the second row of column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on May 27, 2013.

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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