Flanigan John W Form 4 September 28, 2012

## FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Flanigan John W			2. Issuer Name <b>and</b> Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
100 MISSION RIDGE			(Month/Day/Year) 09/27/2012	Director 10% OwnerX Officer (give title Other (specify below)  EVP, Global Supply Chain			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
GOODLETTSVILLE, TN 37072				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

GOODLET IS VILLE, TN 57072				Person						
(City)	(State)	(Zip) 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)	Code (Instr. 3, 4 and 5)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	09/27/2012		M	16,296	A	\$ 12.1975	37,794	D		
Common Stock	09/27/2012		M	10,544	A	\$ 25.25	48,338	D		
Common Stock	09/27/2012		F	15,466.0954	D	\$ 52	32,871.9046	D		
Common Stock	09/27/2012		D	0.9046	D	\$ 52	32,871	D		

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

**OMB APPROVAL** 

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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 on Date Expiration (Month/Date Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	(2)	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 EVP, Global Supply Chain

GOODLETTSVILLE, TN 37072

## **Signatures**

/s/ Susan .S. Lanigan, Attorney-in-Fact 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.

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.