

DOLLAR GENERAL CORP
Form 4
September 12, 2011

FORM 4

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

OMB APPROVAL

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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 *
ELLIOTT ANITA C

2. Issuer Name and Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 MISSION RIDGE

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Controller

(Street)
GOODLETTSVILLE, TN 37072

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. 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	09/08/2011		M		2,957	A	\$ 2.1875
Common Stock	09/08/2011		M		4,566	A	\$ 2.1875
Common Stock	09/08/2011		M		24,230	A	\$ 7.9975
Common Stock	09/08/2011		F		918.0562	D	\$ 35 32,480.9438
Common Stock	09/08/2011		F		1,417.6004	D	\$ 35 31,063.3434

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Common Stock	09/08/2011	F	10,742.7741	D	\$ 35	20,320.5693	D
Common Stock	09/08/2011	D	0.5693	D	\$ 35	20,320	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.1875	09/08/2011		M	2,957	07/06/2007 03/19/2017	Common Stock	2,957	
Employee Stock Option (Right to Buy)	\$ 2.1875	09/08/2011		M	4,566	<u>(1)</u> 03/16/2016	Common Stock	4,566	
Employee Stock Option (Right to Buy)	\$ 7.9975	09/08/2011		M	24,230	<u>(2)</u> 07/06/2017	Common Stock	24,230	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ANITA C 100 MISSION RIDGE			SVP & Controller	

GOODLETTSVILLE, TN 37072

Signatures

/s/ Anita Elliott

09/12/2011

**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 option vested as to 25% on March 16, 2007 and as to 75% on July 6, 2007.
- (2) The option vested as to 22,857 shares on March 20, 2008 and as to 1,373 shares on July 6, 2008.

- The number of securities reported in this column represents (a) 112,912 options that are subject to time-vesting criteria, 90,055 of which are vested and 22,857 of which are scheduled to vest on July 6, 2012, and (b) 68,571 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 22,857 options which are scheduled to vest based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending February 3, 2012.
- (3)

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.