

DOLLAR GENERAL CORP
Form 4
March 12, 2015

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 *
TAYLOR RHONDA

(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)
03/10/2015

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)
SVP & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 03/10/2015 | | A | | 1,509 (1) | A | \$ 0 4,622 D |
| Common Stock | 03/10/2015 | | F | | 156 | D | \$ 71.03 4,466 D |

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

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 25.25 | 03/10/2015 | | A | 214 | 03/10/2015 03/24/2020 | Common Stock | 214 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR RHONDA 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | | | SVP & General Counsel | |

Signatures

/s/ Rhonda M. Taylor 03/12/2015

__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).

- Performance share units earned by the reporting person from a March 18, 2014 grant, as certified by the Issuer's Compensation Committee (the "Committee") on March 10, 2015. Each performance share unit represents the right to one share of the Issuer's common stock. The amount reported includes (i) 503 performance share units that were settled and paid in unrestricted shares of the Issuer's common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 1,006 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (503 on each of March 18, 2016 and March 18, 2017), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- (1) common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 1,006 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (503 on each of March 18, 2016 and March 18, 2017), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- (2) On March 24, 2010, the reporting person was granted an option to purchase 5,142 shares of common stock scheduled to vest in installments of 1,072, 1,286, 1,285, 1,285 and 214 shares, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years, subject to certain accelerated vesting provisions. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to

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time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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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