

Flanigan John W
Form 4
September 12, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
09/08/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EVP, Global Supply Chain

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	09/08/2011		M	31,549	A \$ 7.9975	53,047	D
Common Stock	09/08/2011		F	14,372.8276	D \$ 35	38,674.1724	D
Common Stock	09/08/2011		D	0.1724	D \$ 35	38,674	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	\$ 7.9975	09/08/2011		M		31,549		<u>(1)</u>	08/28/2018	Common Stock	31,549

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

09/09/2011

**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 securities reported in column 5 vested as to 12,190 shares on March 19, 2009, 18,286 shares on May 27, 2009, and 1,073 shares on March 25, 2010.

- The number of securities reported in this column represents (a) 73,142 options that are subject to time-vesting criteria, 36,572 of which are vested and 36,570 of which are scheduled to vest 50% on May 27, 2012 and 50% on May 27, 2013; and (b) 35,499 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 18,286 options which are scheduled to vest on the Issuer's satisfaction of certain performance criteria for the fiscal year ending February 3, 2012, 18,285 options which are scheduled to vest on the Issuer's satisfaction of certain performance criteria for the fiscal year ending February 1, 2013 or 6,095 options that are scheduled to vest on the Issuer's satisfaction of certain performance criteria for the fiscal year ending January 31, 2014.

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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