

DOLLAR GENERAL CORP

Form 4

March 12, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ravener Robert D

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP &amp; Chief People Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/10/2015                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>4,957<br>(1)                              | \$ 0                                                                                                               | 33,060                                                               | D                                       |
| Common<br>Stock                       | 03/10/2015                              |                                                             | F                                    | 448                                                                     | \$<br>71.03                                                                                                        | 32,612                                                               | 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)

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 25.25                                               | 03/10/2015                           |                                                    | A                              | 2,237                                                                                   | 03/10/2015 03/24/2020                                    | Common Stock 2,237                                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| Ravener Robert D<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 | EVP & Chief People Officer       |

## Signatures

/s/ Robert D. Ravener 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) 1,653 performance share units that were settled and paid in unrestricted shares of the Issuer's common stock and (ii) 3,304 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (1,652 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) 3,304 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (1,652 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 53,688 shares of common stock scheduled to vest in installments of 11,185, 13,422, 13,422, 13,422 and 2,237 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

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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 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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