DOLLAR GENERAL CORP

Form 4 July 10, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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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 * BERE DAVID L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DOLLAR GENERAL CORP [DG]

(Middle)

(Zip)

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify

100 MISSION RIDGE

(Month/Day/Year) 07/06/2007

X_ Officer (give title below) below)

President and COO

6. Individual or Joint/Group Filing(Check

(Street)

(State)

4. If Amendment, Date Original

Code V

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GOODLETTSVILLE, TN 37072

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) (D) Price

Common Stock

(City)

07/06/2007

D 20,000 D \$ 22 0

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Restricted Stock Units	\$ 22	07/06/2007		D	58,890.48	<u>(1)</u>	<u>(1)</u>	Common Stock	58,89 (2
Employee Stock Option (right to buy)	\$ 10.48	07/06/2007		D	5,726	<u>(4)</u>	03/13/2013	Common Stock	5,7
Employee Stock Option (right to buy)	\$ 16.14	07/06/2007		D	3,718	<u>(4)</u>	08/12/2012	Common Stock	3,7
Employee Stock Option (right to buy)	\$ 21.25	07/06/2007		D	126,565	<u>(4)</u>	03/23/2017	Common Stock	126,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BERE DAVID L						
100 MISSION RIDGE	X		President and COO			
GOODLETTSVILLE, TN 37072						

Signatures

/s/ Susan S. Lanigan, by Power of Attorney 07/10/2007

**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) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (2) Includes 44,670 Restricted Stock Units that were scheduled to vest in three equal annual installments beginning March 23, 2008.

Reporting Owners 2

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- (3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a one-for-one basis.
- (4) Immediately before the effective time of merger, all unvested options became fully vested and immediately exercisable.
- This option, granted March 13, 2003, was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.
- This option, granted August 12, 2002, was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.
- This option, granted March 23, 2007, was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.

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.