

Flanigan John W
Form 4
October 12, 2012

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 *
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)
10/10/2012

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)

EVP, Global Supply Chain

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	10/10/2012	A	1,555					10/10/2012	08/28/2018	Common Stock	1,555
Employee Stock Option (Right to Buy)	\$ 12.1975	10/10/2012	A	388					10/10/2012	05/28/2019	Common Stock	388
Employee Stock Option (Right to Buy)	\$ 7.9975	10/11/2012	A	1,371					10/11/2012	08/28/2018	Common Stock	1,371
Employee Stock Option (Right to Buy)	\$ 12.1975	10/11/2012	A	343					10/11/2012	05/28/2019	Common Stock	343

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/ John W.
Flanigan
10/11/2012

**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) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 1.7% of such option as a result of the underwriters' exercise of an overallotment option in connection with a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 3,809 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(2) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 1.7% of such option as a result of the underwriters' exercise of an overallotment option in connection with a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 952 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(3) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 1.5% of such option as a result of the Issuer's repurchase of shares of common stock from Buck Holdings, L.P. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,180 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(4) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 1.5% of such option as a result of the Issuer's repurchase of shares of common stock from Buck Holdings, L.P. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,295 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

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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