Ravener Robert D Form 4 March 22, 2012

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or 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 \* Ravener Robert D

2. Issuer Name and Ticker or Trading

DOLLAR GENERAL CORP [DG]

5. Relationship of Reporting Person(s) to

Symbol

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner \_X\_\_ Officer (give title Other (specify

100 MISSION RIDGE

(Month/Day/Year) 03/20/2012

below) **EVP & Chief People Officer** 

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Issuer

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A) (Instr. 3 and 4) Code V Amount (D) Price

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

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code 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 (or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 45.25	03/20/2012		A	37,440		<u>(1)</u>	03/20/2022	Common Stock	37,440
Employee Stock Option (Right to Buy)	\$ 7.9975	03/21/2012		A	11,428		03/21/2012	08/28/2018	Common Stock	11,428
Employee Stock Option (Right to Buy)	\$ 7.9975	03/21/2012		A	11,428		03/21/2012	12/19/2018	Common Stock	11,428
Employee Stock Option (Right to Buy)	\$ 25.25	03/21/2012		A	13,422		03/21/2012	03/24/2020	Common Stock	13,422

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
Ravener Robert D 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief People Officer				

## **Signatures**

/s/ Susan S. Lanigan, Attorney-in-Fact

03/22/2012 Date

\*\*Signature of Reporting Person

# **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).

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- (1) The option vests in four annual installments of 25% beginning on March 20, 2013.
  - On August 28, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.334%, 20%, 20%, 20%, 20% and 11.666%, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2011 fiscal years was met, resulting in the vesting of the option as to 4,762, 11,429, 11,429, and 11,428 shares, respectively. The number of securities reported in this column includes all such vested options that remain unexercised as well as options, whether or not vested, that are subject to
  - On December 19, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.334%, 20%, 20%, 20%, 20% and 11.666%, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2011 fiscal years was met, rsulting in the vesting of the option as to 4,762, 11,429, 11,429 and 11,428 shares, respectively. The number of securities reported in this column includes all such vested options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting

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

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

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, per year based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years. The performance criteria for each of the 2010 and 2011 fiscal years was met, resulting in the vesting of the option as to 11,185 and 13,422 shares, respectively. The number of securities reported in this column includes all such vested 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. 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.