#### **DOLLAR GENERAL CORP**

Form 4

December 12, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person \*

Ravener Robert D

2. Issuer Name and Ticker or Trading

Symbol

DOLLAR GENERAL CORP [DG]

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 12/11/2013

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) **EVP & Chief People Officer** 

100 MISSION RIDGE

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

GOODLETTSVILLE, TN 37072

(State)

1. Title of 2. Transaction Date 2A. Deemed

(City)

Security

(Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s) (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.

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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

Conversion or Exercise

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

Execution Date, if any

4. 5. Number Transactionof Code

6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ed ed				
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	12/11/2013		A		749		12/11/2013	08/28/2018	Common Stock	749
Employee Stock Option (Right to Buy)	\$ 7.9975	12/11/2013		A		749		12/11/2013	12/19/2018	Common Stock	749

## **Reporting Owners**

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

# **Signatures**

/s/ Robert D.
Ravener

\*\*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).
  - 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 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.31% of such option as a result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144 under the Securities Act of 1933.
- (2) 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 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.31% of such option as a result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144

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under the Securities Act of 1933.

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.