

GS Capital Partners VI Parallel LP
 Form 4
 April 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/02/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
Common Stock	04/02/2012		S	6,104,274 (3) (4)	\$ 44.0056 (3)	33,184,065	I	See Footnotes (1) (2) (3) (4) (6) (7) (8) (9) (10)
Common Stock	04/02/2012		J(5)	1,478,274 (5)	\$ 44.0056 (5)	31,705,791	I	See Footnotes (1) (2) (5) (6) (7) (8) (9) (10)

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 (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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 22.55					(11)	11/18/2019	Common Stock	5,549
Director Stock Option (right to buy)	\$ 33.16					(12)	05/25/2021	Common Stock	3,194

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
		X		

GS Capital Partners VI Offshore Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Parallel LP
200 WEST STREET
NEW YORK, NY 10282 X

GS Capital Partners VI GmbH & Co KG
200 WEST STREET
NEW YORK, NY 10282 X

GSCP VI Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282 X

GSCP VI Offshore Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282 X

GS Advisors VI, L.L.C.
200 WEST STREET
NEW YORK, NY 10282 X

GOLDMAN, SACHS MANAGEMENT GP GMBH
200 WEST STREET
NEW YORK, NY 10282 X

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 04/04/2012

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 04/04/2012

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(7) GS Group also may be deemed to beneficially own 1,038 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on May 25, 2011. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting. The shares vest in three equal annual installments of 33 1/3% beginning on May 25, 2012. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

(8) As of April 2, 2012, as a result of the Secondary Offering, the exercise of the Over-Allotment Option and the Stock Repurchase, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 31,703,228 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 31,703,228 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC.

(9) As of April 2, 2012, as a result of the Secondary Offering, the exercise of the Over-Allotment Option and the Stock Repurchase, GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 11,715,695 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 9,744,703 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 3,221,616 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continued in footnote 10)

(10) GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 416,375 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC, and its general partner, GS DGC Advisors, may be deemed to beneficially own indirectly 1,768,191 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC Offshore, and its general partner, GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 3,515,679 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; and GSUIG may be deemed to beneficially own indirectly 1,320,969 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.

(11) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 5,549 shares of Common Stock on November 18, 2009. The options vest in four annual installments of 25% beginning November 18, 2010. GS Group may be deemed to beneficially own the options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones on November 18, 2009 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

(12) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 3,194 shares of Common Stock on May 25, 2011. The options vest in four annual installments of 25% beginning on May 25, 2012. GS Group may be deemed to beneficially own the options to purchase 3,194 shares of Common Stock that were granted to Mr. Jones on May 25, 2011 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

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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