

DOLLAR GENERAL CORP
Form 4
September 12, 2011

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 *
TEHLE DAVID M

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

100 MISSION RIDGE

09/08/2011

EVP & Chief Financial Officer

(Street)

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

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

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/08/2011		M		10,188	A	\$ 2.1875
Common Stock	09/08/2011		M		79,458	A	\$ 7.9975
Common Stock	09/08/2011		F		3,163.0557	D	\$ 35 95,622.9443
Common Stock	09/08/2011		F		40,500.6764	D	\$ 35 55,122.2679
Common Stock	09/08/2011		D		0.9443	D	\$ 35 55,121.3236

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Common Stock 09/08/2011 D 0.3236 D \$ 35 55,121 D

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	09/08/2011		M	79,458	<u>(1)</u> 07/06/2017	Common Stock	79,458
Employee Stock Option (Right to Buy)	\$ 2.1875	09/08/2011		M	10,188	<u>(3)</u> 08/09/2014	Common Stock	10,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEHLE DAVID M 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief Financial Officer	

Signatures

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

09/09/2011

**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) The securities reported in column 5 of this row vested as to 16,215 shares on March 20, 2008, 62,857 shares on July 6, 2008 and 386 shares on March 19, 2009.

(2) The number of securities reported in this column represents (a) 251,428 options that are subject to time-vesting criteria, 188,571 of which are vested and the remainder of which are scheduled to vest on July 6, 2012; and (b) 188,185 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 62,857 options which are scheduled to vest on the Issuer's satisfaction of certain performance criteria for the fiscal year ending February 3, 2012.

(3) The securities reported in column 5 of this row vested as to 25% on August 9, 2005 and as to 75% on February 3, 2006.

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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