

DOLLAR GENERAL CORP
Form 4
September 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
09/08/2011

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 & Chief Financial Officer

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 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 |

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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.

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.