

DOLLAR GENERAL CORP

Form 4

July 10, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILDS 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)  
**07/06/2007**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 07/06/2007                              |                                                             | D                                    |                                                                         | 198,113                                                                                                            | D                                                                    | \$ 22 0                                 |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|------------------------------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                            | Amount<br>Number<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 22                                                                 | 07/06/2007                              |                                                             | D                                       | 18,715.62                                                                                              | <u>(1)</u>                                                     | <u>(1)</u>         | Common<br>Stock                                                  | 18,715.62                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10.48                                                              | 07/06/2007                              |                                                             | D                                       | 5,726                                                                                                  | <u>(4)</u>                                                     | 03/13/2013         | Common<br>Stock                                                  | 5,726                      |
| Stock<br>Option<br>(right to<br>buy)                | \$ 14.65                                                              | 07/06/2007                              |                                                             | D                                       | 4,096                                                                                                  | <u>(4)</u>                                                     | 02/21/2010         | Common<br>Stock                                                  | 4,096                      |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.37                                                              | 07/06/2007                              |                                                             | D                                       | 3,904                                                                                                  | <u>(4)</u>                                                     | 03/18/2012         | Common<br>Stock                                                  | 3,904                      |
| Stock<br>Option<br>(right to<br>buy)                | \$ 17.6403                                                            | 07/06/2007                              |                                                             | D                                       | 3,401                                                                                                  | <u>(4)</u>                                                     | 02/22/2009         | Common<br>Stock                                                  | 3,401                      |
| Stock<br>Option<br>(right to<br>buy)                | \$ 18.2272                                                            | 07/06/2007                              |                                                             | D                                       | 3,291                                                                                                  | <u>(4)</u>                                                     | 02/23/2008         | Common<br>Stock                                                  | 3,291                      |
| Stock<br>Option<br>(right to<br>buy)                | \$ 19.55                                                              | 07/06/2007                              |                                                             | D                                       | 3,150                                                                                                  | <u>(4)</u>                                                     | 02/26/2011         | Common<br>Stock                                                  | 3,150                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| WILDS DAVID M<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 | X             |           |         |       |

## Signatures

/s/ Susan S. Lanigan, by Power of  
Attorney

07/10/2007

\_\_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) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (2) Includes 4,600 Restricted Stock Units that were scheduled to vest on June 5, 2008.
- (3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a one-for-one basis.
- (4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (5) This option, granted March 13, 2003 and vested March 13, 2004, was cancelled in the merger in exchange for a cash payment of \$65,963.52, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (6) The price of the option is the difference between the \$22 per share merger consideration and the exercise price.
- (7) This option, granted February 21, 2000 and vested February 21, 2001, was cancelled in the merger in exchange for a cash payment of \$30,105.60, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (8) This option, granted March 18, 2002 and vested March 18, 2003, was cancelled in the merger in exchange for a cash payment of \$25,883.52, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (9) This option, granted for February 22, 1999 and vested February 22, 2000, was cancelled in the merger in exchange for a cash payment of \$14,827.34, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (10) This option, granted February 23, 1998 and vested on February 23, 1999, was cancelled in the merger in exchange for a cash payment of \$12,416.28, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (11) This option, granted February 26, 2001 and vested February 26, 2002, was cancelled in the merger in exchange for a cash payment of \$7,717.50, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

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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