BERE DAVID L
Form 3
November 12, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â BERE DAVID L

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE,Â TNÂ 37072

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/12/2009

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President & Chief Strategy Ofc

5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	236,266	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(I) (Instr. 5)	
Director Stock Option (Right to Buy)	08/12/2003	08/12/2012	Common Stock	3,319	$ 2.1875	D	Â
Director Stock Option (Right to Buy)	03/13/2004	03/13/2013	Common Stock	10,051	$ 2.1875	D	Â
Director Stock Option (Right to Buy)	07/06/2007	03/23/2017	Common Stock	14,465	$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â (1)	07/06/2017	Common Stock	642,857	$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/20/2008	07/06/2017	Common Stock	128,572 (2)	$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009	07/06/2017	Common Stock	128,572 (3)	$ 7.9975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERE DAVID L 100 MISSION RIDGE GOODLETTSVILLE,Â TNÂ 37072	Â	Â	Â President & Chief Strategy Ofc	Â

Signatures

/s/ Susan S. Lanigan, Attorney-in-Fact	11/12/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 option becomes exercisable 20% per year beginning on July 6, 2008.

(2) On July 6, 2007, the reporting person was granted an option to purchase 642,857 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending February 1, 2008, January 30, 2009, January 29, 2010, January 28, 2011 and February 3, 2012. The performance criteria for each of the fiscal years ended February 1, 2008 and January 30, 2009 were met, in each case resulting in the vesting of the option as to 128,572 shares.

(3) See footnote 2.

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Remarks:

ExhibitÂ List

ExhibitÂ 24--PowerÂ ofÂ Attorney

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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