

Flanigan John W
Form 4
March 26, 2010

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 *
Flanigan John W

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)
100 MISSION RIDGE

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2010

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

EVP, Global Supply Chain

(Street)
GOODLETTSVILLE, TN 37072

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|------------|--|------|---|--------|------------|---------------------|--------------------|-----------------|-------------------------------------|
| Employee Stock Option (Right to Buy) | \$ 25.25 | 03/24/2010 | | | A | | 49,759 | | (1) | 03/24/2020 | Common Stock | 49,759 |
| Employee Stock Option (Right to Buy) | \$ 7.9975 | 03/25/2010 | | | A | | 18,286 | 03/25/2010 | | 08/28/2018 | Common Stock | 18,286 |
| Employee Stock Option (Right to Buy) | \$ 12.1975 | 03/25/2010 | | | A | | 4,572 | 03/25/2010 | | 05/28/2019 | Common Stock | 4,572 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | | | EVP, Global Supply Chain | |

Signatures

/s/ John W.
Flanigan
03/26/2010

Date

**Signature of
Reporting Person

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 option is scheduled to become exercisable 25% per year beginning on March 24, 2011.
 - (2) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock. The option vests in installments of 13.3329%, 20%, 20%, 20% and 86.6671% based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending January 30, 2009, January 29, 2010, January 28, 2011, February 3, 2012, February 1, 2013, and January 31, 2014. The performance criteria for each of the fiscal years ended January 30, 2009 and January 29, 2010 were met, resulting in the vesting of the option as to 12,190 and 18,286 shares, respectively. The number of securities reported in this column also includes 91,428 options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the

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options reported herein as acquired.

- On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock, with 3,048 shares underlying the option vested on such date. The remaining portion of the option vests in installments of 4,572, 4,571, 4,571, 4,571 and 1,524 shares based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending January 29, 2010, January 28, (3) 2011, February 3, 2012, February 1, 2013, and January 31, 2014. The performance criteria for the fiscal year ended January 29, 2010 was met, resulting in the vesting of the option as to 4,572 shares. The number of securities reported in this column also includes 22,857 options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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.