

Flanigan John W
Form 4
October 05, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Flanigan John W

(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)

10/03/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Global Supply Chain

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 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)
Common Stock	10/03/2012		S	29,489	D	\$ 51.75	3,382 D

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

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information contained in this form are not
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	10/03/2012		A		2,254		10/03/2012	08/28/2018	Common Stock	2,254
Employee Stock Option (Right to Buy)	\$ 12.1975	10/03/2012		A		564		10/03/2012	05/28/2019	Common Stock	564

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/ Susan S. Lanigan,
Attorney-in-Fact 10/05/2012

__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).

- On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.47% of such
- (1) option as a result of a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria and are scheduled to vest on May 27, 2013 and which have the same exercise price and expiration date as the option reported herein as acquired; and (b) 2,254 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (2) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for

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each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.47% of such option as a result of a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria and are scheduled to vest on May 27, 2013, and which have the same exercise price and expiration date as the option reported herein as acquired; and (b) 564 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

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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