

DOLLAR GENERAL CORP  
Form 4  
March 23, 2015

**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

(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)  
03/19/2015

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, Global Supply Chain

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                                                                                        | (D)                                                      | Price                                                 |
| Common Stock                    | 03/19/2015                           |                                                    | M                              |                                                                   | 1,198                                                                                         | A                                                        | \$ 7.9975 30,444                                      |
| Common Stock                    | 03/19/2015                           |                                                    | F                              |                                                                   | 577                                                                                           | D                                                        | \$ 74.91 29,867                                       |
| Common Stock                    | 03/19/2015                           |                                                    | M                              |                                                                   | 300                                                                                           | A                                                        | \$ 12.1975 30,167                                     |
| Common Stock                    | 03/19/2015                           |                                                    | F                              |                                                                   | 155                                                                                           | D                                                        | \$ 74.91 30,012                                       |
| Common Stock                    | 03/19/2015                           |                                                    | M                              |                                                                   | 26,951                                                                                        | A                                                        | \$ 25.25 56,963                                       |

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|              |            |   |                    |   |          |        |   |
|--------------|------------|---|--------------------|---|----------|--------|---|
| Common Stock | 03/19/2015 | F | 15,558             | D | \$ 74.91 | 41,405 | D |
| Common Stock | 03/20/2015 | F | 901 <sup>(1)</sup> | D | \$ 75.78 | 40,504 | D |

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

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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 7.9975                                              | 03/19/2015                           |                                                    | M                              | 1,198                                                                                   | 12/11/2013 08/28/2018                                    | Common Stock 1,198                                            |
| Employee Stock Option (Right to Buy)       | \$ 12.1975                                             | 03/19/2015                           |                                                    | M                              | 300                                                                                     | 12/11/2013 05/28/2019                                    | Common Stock 300                                              |
| Employee Stock Option (Right to Buy)       | \$ 25.25                                               | 03/19/2015                           |                                                    | M                              | 26,951                                                                                  | <sup>(2)</sup> 03/24/2020                                | Common Stock 26,951                                           |

## Reporting Owners

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

GOODLETTSVILLE, TN 37072

## Signatures

/s/ John W.

03/23/2015

Flanigan

\_\_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) Shares of common stock surrendered to the Issuer in payment of taxes in connection with vesting and payment of a portion of performance share units granted on March 20, 2012.
- (2) The options exercised vested as to 12,439 shares on January 31, 2014, as to 12,439 shares on March 24, 2014, and as to 2,073 shares on January 30, 2015.

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.