

DOLLAR GENERAL CORP
 Form 4
 July 10, 2007

FORM 4

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

OMB APPROVAL

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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 *
PERDUE DAVID A

(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)
Chairman & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/06/2007 | | D | 103,700 D | \$ 22 0 | D | |

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 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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | \$ 22 | 07/06/2007 | | D | 530,414.05 | (1) (1) | Common Stock | 530 |
| Employee Stock Option (right to buy) | \$ 12.68 | 07/06/2007 | | D | 500,000 | (4) 04/02/2013 | Common Stock | 500,000 |
| Employee Stock Option (right to buy) | \$ 12.68 | 07/06/2007 | | D | 500,000 | (4) 04/02/2013 | Common Stock | 500,000 |
| Employee Stock Option (right to buy) | \$ 21.25 | 07/06/2007 | | D | 313,630 | (4) 03/23/2017 | Common Stock | 313,630 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PERDUE DAVID A 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | X | | Chairman & CEO | |

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)

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Includes 525,693 Restricted Stock Units that were scheduled to vest as follows: 50,000 units in two equal annual installments beginning on March 16, 2008; 365,000 units in three equal annual installments beginning on September 18, 2007; and 110,693 units in three equal annual installments beginning March 23, 2008.

(3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.

(4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.

This option, granted April 2, 2003 and vested April 2, 2004 and April 2, 2005, was cancelled in the merger in exchange for a cash

(5) payment of \$4,660,000.00, 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.

This option, granted April 2, 2003 and vested April 2, 2005 and April 2, 2006, was cancelled in the merger in exchange for a cash

(7) payment of \$4,660,000.00, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

This option, granted March 23, 2007 and scheduled to vest in four equal annual installments beginning on March 23, 2008, was cancelled

(8) in the merger in exchange for a cash payment of \$235,222.50, 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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