

Flanigan John W
Form 4
September 28, 2012

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)
09/27/2012

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

EVP, Global Supply Chain

(Street)

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

GOODLETTSVILLE, TN 37072

(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 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 | (A) or (D) | Price |
| Common Stock | 09/27/2012 | | M | | 16,296 | A | \$ 12.1975 |
| Common Stock | 09/27/2012 | | M | | 10,544 | A | \$ 25.25 |
| Common Stock | 09/27/2012 | | F | | 15,466.0954 | D | \$ 52 |
| Common Stock | 09/27/2012 | | D | | 0.9046 | D | \$ 52 |
| | | | | | | | 37,794 |
| | | | | | | | 48,338 |
| | | | | | | | 32,871.9046 |
| | | | | | | | 32,871 |

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) | \$ 25.25 | 09/27/2012 | | M | 10,544 | <u>(1)</u> 03/24/2020 | Common Stock 10,544 |
| Employee Stock Option (Right to Buy) | \$ 12.1975 | 09/27/2012 | | M | 16,296 | <u>(2)</u> 05/28/2019 | Common Stock 16,296 |

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
Date: 09/28/2012

**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).
- (1) The securities reported in the first row of column 5 vested as to 177 shares on March 24, 2011 and as to 10,367 shares on March 18, 2011.

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- (2) The securities reported in the second row of column 5 vested as to 2,583 shares on March 18, 2011, as to 4,571 shares on March 21, 2012, as to 4,571 shares on May 27, 2011, and as to 4,571 shares on May 27, 2012.

- The number of securities reported in the first row of column 9 represents (a) 22,807 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 49,759 options that are subject to time-vesting criteria, 24,880 of which are vested, 12,440 of which are scheduled to vest on March 24, 2013 and 12,439 of which are scheduled to vest on March 24, 2014.

- (4) The number of securities reported in the second row of column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on May 27, 2013.

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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