

Flanigan John W
Form 4
June 06, 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)
06/05/2012

____ 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	Price	
Common Stock	06/05/2012		M		31,422	A \$ 7.9975 52,920	D
Common Stock	06/05/2012		M		18,752	A \$ 12.1975 71,672	D
Common Stock	06/05/2012		F		24,812.2868	D \$ 46.76 46,859.7132	D
Common Stock	06/05/2012		D		0.7132	D \$ 46.76 46,859	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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	06/05/2012		M	31,422	<u>(1)</u> 08/28/2018	Common Stock	31,422
Employee Stock Option (Right to Buy)	\$ 12.1975	06/05/2012		M	18,752	<u>(2)</u> 05/28/2019	Common Stock	18,752

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
06/06/2012
**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)

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The securities reported in the first row of column 5 vested as to 13,137 shares on March 21, 2012 and as to 18,285 shares on May 27, 2012.

- (2) The securities reported in the second row of column 5 vested as to 3,048 shares on March 19, 2009, as to 4,572 shares on March 25, 2010, as to 1,988 shares on March 18, 2011, as to 4,572 shares on May 27, 2009, and as to 4,572 shares on May 27, 2010.
- (3) The number of securities reported in the first row of this column represents unvested options that are subject to time-vesting criteria and which are scheduled to vest on May 27, 2013.

The number of securities reported in the second row of this column represents (a) 13,713 options that are subject to time-vesting criteria,

- (4) 9,142 of which are vested and the remainder of which are scheduled to vest on May 27, 2013; and (b) 7,154 options which vested after the Issuer's satisfaction of certain performance-vesting criteria.

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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