Kindy Michael J Form 4 April 03, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

See Instruction

Kindy Mich	aael J	Symbol	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]				Issuer (Check all applicable)			
(Last)		(Month/	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) EVP, Global Supply Chain			
GOODLET	(Street) TSVILLE, TN 3	Filed(Mo	endment, Dat onth/Day/Year)	e Origina	1		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip) Tab	le I - Non-De	erivative	Secur	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	4. Securit (A) or Di (Instr. 3, 4)	sposed	d of (D) 5) Price	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	04/01/2019		F	545 <u>(1)</u>	D	\$ 118.33	9,435	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration Date	Title Number of			
						Exercisable					
				Code V	(A) (D)				ares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kindy Michael J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072

EVP, Global Supply Chain

Signatures

/s/ Christine L. Connolly,
Attorney-in-Fact
04/03/2019

**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).

Shares of common stock surrendered to the Issuer in payment of taxes in connection with the vesting and payment of a portion of restricted stock units granted on March 16, 2016 (94 shares), March 22, 2017 (92 shares) and March 21, 2018 (104 shares), as well as the vesting and payment of a portion of performance share units granted on March 16, 2016 (83 shares), March 22, 2017 (50 shares from the vesting of PSUs earned as a result of the Issuer's fiscal year 2017 adjusted EBITDA performance and 70 shares from the vesting of PSUs earned as a result of the Issuer's fiscal year 2018 adjusted ROIC performance) and March 21, 2018 (52 shares from the vesting of PSUs earned as a result of the Issuer's fiscal year 2018 adjusted EBITDA performance).

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.

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