

Flanigan John W  
 Form 4  
 November 30, 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

(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)  
 11/27/2012

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)                                       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.9975                          | 11/27/2012       | A          | 457   |      |   |     |     | 11/27/2012          | 08/28/2018         | Common<br>Stock | 457                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.1975                         | 11/27/2012       | A          | 114   |      |   |     |     | 11/27/2012          | 05/28/2019         | Common<br>Stock | 114                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.9975                          | 11/28/2012       | A          | 365   |      |   |     |     | 11/28/2012          | 08/28/2018         | Common<br>Stock | 365                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.1975                         | 11/28/2012       | A          | 91  |      |   |     |     | 11/28/2012          | 05/28/2019         | Common<br>Stock | 91                                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.9975                          | 11/29/2012       | A          | 823   |      |   |     |     | 11/29/2012          | 08/28/2018         | Common<br>Stock | 823                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.1975                         | 11/29/2012       | A          | 206   |      |   |     |     | 11/29/2012          | 05/28/2019         | Common<br>Stock | 206                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.9975                          | 11/30/2012       | A          | 1,920   |      |   |     |     | 11/30/2012          | 08/28/2018         | Common<br>Stock | 1,920                                  |
| Employee<br>Stock                                | \$ 12.1975                         | 11/30/2012       | A          | 480   |      |   |     |     | 11/30/2012          | 05/28/2019         | Common<br>Stock | 480                                    |

Option  
(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Flanigan John W<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |               |           | EVP, Global Supply Chain |       |

## Signatures

/s/ John W. Flanigan 11/30/2012

\_\_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).

- On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such
- (1) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,637 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such
- (2) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan.. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,409 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such
- (3) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,002 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such
- (4) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,500 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.
- (5) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such

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option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,825 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such

- (6) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,706 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such

- (7) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 8,745 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such

- (8) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 2,186 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

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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