

Ravener Robert D
Form 4
September 28, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ravener Robert D

(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)
09/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & Chief People Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/27/2012		M	42,059	A \$ 7.9975	42,059	D
Common Stock	09/27/2012		M	33,557	A \$ 25.25	75,616	D
Common Stock	09/27/2012		F	42,027.9808	D \$ 52	33,588.0192	D
Common Stock	09/27/2012		D	1.0192	D \$ 52	33,587	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	09/27/2012		M	11,428	08/25/2012	08/28/2018	Common Stock	11,428
Employee Stock Option (Right to Buy)	\$ 7.9975	09/27/2012		M	30,631	<u>(2)</u>	12/19/2018	Common Stock	30,631
Employee Stock Option (Right to Buy)	\$ 25.25	09/27/2012		M	33,557	<u>(4)</u>	03/24/2020	Common Stock	33,557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ravener Robert D 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief People Officer	

Signatures

/s/ Robert D.
Ravener

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 number of securities reported in this column represents unvested options subject to time-vesting criteria which are scheduled to vest on August 25, 2013.
- (2) The securities reported in this column vested as to 7,775 shares on August 25, 2011, as to 11,428 shares on March 21, 2012, and as to 11,428 shares on August 25, 2012.
- (3) The number of securities reported in this column represents unvested time options subject to time-vesting criteria which are scheduled to vest on August 25, 2013.
- (4) The number of securities reported in this column vested as to 11,185 shares on March 18, 2011, as to 8,950 shares on March 21, 2012, and as to 13,422 shares on March 24, 2011.
- (5) The number of securities reported in this column represents (a) 4,472 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 40,266 options subject to time-vesting criteria, 13,422 of which are vested and 26,844 of which are scheduled to vest 50% on March 24, 2013 and 50% on March 24, 2014.

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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