

DOLLAR GENERAL CORP
 Form 4
 March 13, 2014

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)
 03/11/2014

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/11/2014		A		2,562 (1)	A	\$ 0 18,314 D
Common Stock	03/11/2014		F		244	D	\$ 59.4 18,070 D

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

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SEC 1474 (9-02)

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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	03/11/2014		A	12,439	03/11/2014	03/24/2020	Common Stock	12,439

Reporting Owners

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

Signatures

/s/ John W. Flanigan
Date: 03/13/2014

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).
- Performance share units earned by the reporting person from a March 18, 2013 grant, as certified by the Issuer's Compensation Committee (the "Committee") on March 11, 2014. Each performance share unit represents the right to one share of the Issuer's common stock. The amount reported includes (i) 854 performance share units that were settled and paid in unrestricted shares of the Issuer's common stock and (ii) 1,708 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (854 each until March 18, 2015 and March 18, 2016), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- (1) common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 1,708 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (854 each until March 18, 2015 and March 18, 2016), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- (2) On March 24, 2010, the reporting person was granted an option to purchase 49,759 shares of common stock scheduled to vest in installments of 10,367, 12,440, 12,440, 12,439 and 2,073 shares, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years, subject to certain accelerated vesting provisions. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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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