

DOLLAR GENERAL CORP
Form 4
March 23, 2015

FORM 4

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

OMB APPROVAL

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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 *
DREILING RICHARD 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)
03/19/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
GOODLETTSVILLE, TN 37072

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

(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 | (A) or (D) | Price | | |
| Common Stock | 03/19/2015 | | M | | 11,653 | A | \$ 7.9975 | 285,442 | D |
| Common Stock | 03/19/2015 | | F | | 5,611 | D | \$ 74.91 | 279,831 | D |
| Common Stock | 03/19/2015 | | M | | 100,000 | A | \$ 29.38 | 379,831 | D |
| Common Stock | 03/19/2015 | | F | | 64,718 | D | \$ 74.91 | 315,113 | D |
| Common Stock | 03/19/2015 | | M | | 114,114 | A | \$ 45.25 | 429,227 | D |

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| | | | | | | | |
|--------------|------------|---|------------------|---|-----------------------------|---------|---|
| Common Stock | 03/19/2015 | M | 75,602 | A | \$ 48.11 | 504,829 | D |
| Common Stock | 03/19/2015 | M | 40,455 | A | \$ 57.91 | 545,284 | D |
| Common Stock | 03/19/2015 | S | 274,260 | D | \$ 74.9984 <u>(1)</u> | 271,024 | D |
| Common Stock | 03/20/2015 | M | 57,056 | A | \$ 45.25 | 328,080 | D |
| Common Stock | 03/20/2015 | S | 193,664 | D | \$ 76.015 <u>(2)</u> | 134,416 | D |
| Common Stock | 03/20/2015 | F | 5,493 <u>(3)</u> | D | \$ 75.78 | 128,923 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 7.9975 | 03/19/2015 | | M | 11,653 | 07/06/2012 | 07/06/2017 | Common Stock | 11,653 |
| Employee Stock Option (Right to Buy) | \$ 29.38 | 03/19/2015 | | M | 100,000 | 04/23/2011 | 04/23/2020 | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 45.25 | 03/19/2015 | | M | 114,114 | <u>(4)</u> | 03/20/2022 | Common Stock | 114,114 |

Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 48.11 | 03/19/2015 | M | 75,602 | <u>(6)</u> | 03/18/2023 | Common Stock | 75,602 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 57.91 | 03/19/2015 | M | 40,455 | 03/18/2015 | 03/18/2024 | Common Stock | 40,455 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 45.25 | 03/20/2015 | M | 57,056 | 03/20/2015 | 03/20/2022 | Common Stock | 57,056 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREILING RICHARD W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | X | | Chairman & CEO | |

Signatures

/s/ Richard W.
Dreiling

03/23/2015

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.87 to \$75.15, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.89 to \$76.16, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) Shares of common stock surrendered to the Issuer in payment of taxes in connection with the vesting and payment of a portion of performance share units granted on March 20, 2012.

(4) The options exercised vested as to 57,058 shares on March 20, 2013 and as to 57,056 shares on March 20, 2014.

(5) The number of securities reported in the third row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 20, 2015 and March 20, 2016.

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- (6) The options exercised vested as to 37,801 shares on March 18, 2014 and as to 37,801 shares on March 18, 2015.
- (7) The number of securities reported in the fourth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 18, 2016 and March 18, 2017.
- (8) The number of securities reported in the fifth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 18, 2016, March 18, 2017, and March 18, 2018.
- (9) The number of securities reported in the sixth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on March 20, 2016.

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.