

DOLLAR GENERAL CORP
Form 4
July 15, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Adrian M

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO., 200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction
(Month/Day/Year)

07/11-04:00/2013

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)

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	07/11-04:00/2013		S		3,467,296 (2)	D	\$ 54.3 1,281,945 I
							See footnotes (1) (2) (4) (5) (6) (7) (8)
Common Stock	07/11-04:00/2013		P		1,300	A	\$ 55.48 1,283,245 I
							See footnotes (1) (3) (4) (5) (6) (7) (8)
Common Stock	07/11-04:00/2013		S		1,300	D	\$ 55.48 1,281,945 I
							See footnotes

(1) (3) (4)
 (5) (6) (7)
 (8)

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jones Adrian M
 C/O GOLDMAN, SACHS & CO.
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Yvette Kasic,
 Attorney-in-fact

07/15-04:00/2013

__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).

The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

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In connection with the sale of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") pursuant to Rule 144 under the Securities Act of 1933, as amended, on July 11, 2013, Buck Holdings, L.P. sold 16,000,000 shares of Common Stock. Buck Holdings, L.P. is a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"). Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.

- (2) The shares of Common Stock reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

- (4) GS Group may be deemed to beneficially own 968 restricted stock units that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan") on May 29, 2013. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three annual installments of 33 1/3% beginning on May 29, 2014. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (5) GS Group also may be deemed to beneficially own 1,065 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on June 1, 2012. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three annual installments of 33 1/3% beginning on June 1, 2013. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (6) GS Group also may be deemed to beneficially own 1,038 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on May 25, 2011. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was May 25, 2011. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (7) GS Group also may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on November 18, 2009. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (8) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. Additionally, as of July 11, 2013, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 377,874 shares of Common Stock, and Goldman Sachs holds open short positions of 324,616 shares of Common Stock, each due to exempt transactions. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

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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