

Flanigan John W
 Form 4
 December 08, 2011

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

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, Global Supply Chain

GOODLETTSVILLE, TN 37072
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/06/2011 | | M | | 39,492 | A | \$ 7.9975 |
| Common Stock | 12/06/2011 | | F | | 19,459.547 | D | \$ 39.63 |
| Common Stock | 12/06/2011 | | D | | 0.453 | D | \$ 39.63 |

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

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SEC 1474 (9-02)

number.

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 | 12/06/2011 | | M | 39,492 | <u>(1)</u> | 08/28/2018 | Common Stock | 39,492 |

Reporting Owners

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

Signatures

/s/ John W. Flanigan
12/08/2011

**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 securities reported in column 5 vested as to 17,213 shares on March 25, 2010, as to 3,993 shares on March 18, 2011, and as to 18,286 shares on May 27, 2010.
The number of securities reported in this column represents (a) 54,856 options that are subject to time-vesting criteria, 18,286 of which are vested and the remainder of which are scheduled to vest as to 50% on each of May 27, 2012 and May 27, 2013; and (b) 14,293
- (2) options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 42,666 options which are scheduled to vest on the Issuer's satisfaction of certain performance criteria for certain future fiscal years.

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.