

Ravener Robert D  
Form 4  
June 06, 2012

**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 \*  
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)  
06/05/2012

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 & Chief People Officer

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                    | 06/05/2012                           |  | M                              |   | 55,510  | A  | \$ 7.9975                                  |
| Common Stock                    | 06/05/2012                           |  | F                              |   | 26,266.8562   | D  | \$ 46.76                                   |
| Common Stock                    | 06/05/2012                           |  | D                              |   | 0.1438  | D  | \$ 46.76                                   |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.9975  | 06/05/2012                           |  | M                              | 1,379   | <sup>(1)</sup> 08/28/2018                                | Common Stock  | 1,379                      |
| Employee Stock Option (Right to Buy)       | \$ 7.9975  | 06/05/2012                           |  | M                              | 54,131  | <sup>(3)</sup> 12/19/2018                                | Common Stock  | 54,131                     |

## Reporting Owners

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

## Signatures

/s/ Robert D.  
Ravener

06/06/2012

\*\*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 securities reported in row one of column 5 vested on March 21, 2012.

(2) The number of securities reported in this column represents unvested options subject to time-vesting criteria which are scheduled to vest 50% on August 25, 2012 and 50% on August 25, 2013.

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- (3) The securities reported in row two of column 5 vested as to 4,762 shares on March 19, 2009, as to 11,429 shares on each of March 25, 2010, March 18, 2011, August 25, 2009 and August 25, 2010, and as to 3,653 shares on August 25, 2011.

- The number of securities reported in this column represents (a) 30,631 options subject to time-vesting criteria, 7,775 of which are vested  
(4) and the remainder of which are scheduled to vest 50% on August 25, 2012 and 50% on August 25, 2013; and (b) 11,428 options which vested after the Issuer's satisfaction of certain performance-vesting criteria.

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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