

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

(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)
03/19/2015

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)
Chairman & CEO

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 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.

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(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
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
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Employee
Stock

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

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