

Flanigan John W
Form 4
November 30, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Flanigan John 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)

11/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Global Supply Chain

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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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displays a currently valid OMB control
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	11/27/2012	A		457		11/27/2012	08/28/2018	Common Stock	457
Employee Stock Option (Right to Buy)	\$ 12.1975	11/27/2012	A		114		11/27/2012	05/28/2019	Common Stock	114
Employee Stock Option (Right to Buy)	\$ 7.9975	11/28/2012	A		365		11/28/2012	08/28/2018	Common Stock	365
Employee Stock Option (Right to Buy)	\$ 12.1975	11/28/2012	A		91		11/28/2012	05/28/2019	Common Stock	91
Employee Stock Option (Right to Buy)	\$ 7.9975	11/29/2012	A		823		11/29/2012	08/28/2018	Common Stock	823
Employee Stock Option (Right to Buy)	\$ 12.1975	11/29/2012	A		206		11/29/2012	05/28/2019	Common Stock	206
Employee Stock Option (Right to Buy)	\$ 7.9975	11/30/2012	A		1,920		11/30/2012	08/28/2018	Common Stock	1,920
Employee Stock	\$ 12.1975	11/30/2012	A		480		11/30/2012	05/28/2019	Common Stock	480

Option
(Right to
Buy)

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. 11/30/2012
Flanigan

__Signature of Date
Reporting Person

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).

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such

- (1) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,637 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.5% of such

- (2) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan.. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,409 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such

- (3) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,002 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.4% of such

- (4) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,500 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

- (5) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such

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option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,825 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such

- (6) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,706 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such

- (7) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 8,745 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 2.1% of such

- (8) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 2,186 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

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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