

VASOS TODD J  
Form 4  
March 19, 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 \*  
VASOS TODD J

(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)

03/18/2013

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)

Div. Pres., Chief Merch. Ofc

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 Ownership (Instr. 4)
Common Stock	03/18/2013		A	Amount <u>6,518</u> (1)	A \$ 0 10,830	D	
Common Stock	03/18/2013		A	Amount <u>6,443</u> (2)	A \$ 0 17,273	D	
Common Stock	03/18/2013		F	578	D \$ 48.11 16,695	D	

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)	\$ 48.11	03/18/2013		A	27,492	(3) 03/18/2023	Common Stock 27,492
Employee Stock Option (Right to Buy)	\$ 7.9975	03/19/2013		A	1,083	03/19/2013 12/19/2018	Common Stock 1,083

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Div. Pres., Chief Merch. Ofc

## Signatures

/s/ Todd J.  
Vasos

03/19/2013

\*\*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).
- (1) Restricted stock units which represent the right to receive shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on March 18, 2014.
- (2) Performance share units earned by the reporting person from a March 20, 2012 grant, as certified by the Issuer's Compensation, Nominating and Governance Committee (the "Committee") on March 18, 2013. Each performance share unit represents the right to one share of the Issuer's common stock. The amount reported includes (i) 2,149 performance share units that were settled and paid in

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unrestricted shares of the Issuer's common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 4,294 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (2,147 each until March 20, 2014 and March 20, 2015), and once vested are payable solely in unrestricted shares of the Issuer's common stock.

- (3) The option vests in four annual installments of 25% beginning on March 18, 2014.

On December 19, 2008, the reporting person was granted an option to purchase 250,000 shares of common stock scheduled to vest in installments of 3.3332%, 20%, 20%, 20%, 20% and 16.6668% per year based on the Issuer's satisfaction of certain performance criteria

- (4) for each of the 2008 through 2013 fiscal years, subject to certain accelerated vesting conditions. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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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