

DOLLAR GENERAL CORP
Form 3
May 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Kindy Michael J

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
04/30/2016

3. Issuer Name and Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10%
Owner
____X____ Officer ____ Other
(give title below) (specify below)
SVP, 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,834 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(I)
(Instr. 5)

| | | | | | | | |
|-----------------------------------------|-------|------------|-----------------|--------|-----------|---|---|
| Employee Stock Option (Right to Buy) | Â (2) | 12/19/2018 | Common Stock | 24,000 | \$ 7.9975 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 03/20/2022 | Common Stock | 4,729 | \$ 45.25 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 03/18/2023 | Common Stock | 2,999 | \$ 48.11 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 03/18/2024 | Common Stock | 3,034 | \$ 57.91 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 03/17/2025 | Common Stock | 3,583 | \$ 74.72 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 08/25/2025 | Common Stock | 7,404 | \$ 73.73 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 03/16/2026 | Common Stock | 10,016 | \$ 84.67 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kindy Michael J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | Â | Â | Â SVP, Global Supply Chain | Â |

Signatures

/s/ Michael J.
Kindy 05/02/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Includes 188 restricted stock units representing the right to receive shares of common stock upon vesting ("RSUs") that are scheduled to vest on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions; 288 RSUs that are scheduled to vest evenly on April 1, 2017 and April 1, 2018, subject to certain forfeiture and accelerated vesting provisions; 1,146 RSUs that are scheduled to vest in

- (1) three annual installments of 33 1/3% beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions; 180 earned but unvested performance share units representing the right to receive shares of common stock upon vesting ("PSUs") that are scheduled to vest on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions; and 300 earned but unvested PSUs that are scheduled to vest evenly on April 1, 2017 and April 1, 2018, subject to certain forfeiture and accelerated vesting provisions.

Vested as to 432 shares on June 11, 2012, as to 4,197 shares on October 3, 2012, as to 632 shares on October 10, 2012, as to 557 shares on October 11, 2012, as to 185 shares on November 27, 2012, as to 149 shares on November 28, 2012, as to 334 shares on November 29,

- (2) 2012, as to 780 shares on November 30, 2012, as to 2,954 shares on December 8, 2012, as to 162 shares on February 1, 2013, as to 1,992 shares on April 3, 2013, as to 669 shares on April 22, 2013, as to 3,042 shares on July 11, 2013, as to 7,428 shares on December 8, 2013, and as to 487 shares on December 11, 2013.

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- (3) Vested as to 1,183 shares on March 20, 2013, as to 1,182 shares on March 20, 2014, as to 1,182 shares on March 20, 2015, and as to 1,182 shares on March 20, 2016.
- Vested as to 752 shares on March 18, 2014, as to 749 shares on March 18, 2015, and as to 749 shares on March 18, 2016. The remaining
- (4) portion of the option is scheduled to vest as to the 749 shares on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions.
- Vested as to 760 shares on March 18, 2015 and as to 758 shares on March 18, 2016. The remaining portion of the option is scheduled to
- (5) vest as to 758 shares on March 18, 2017 and as to 758 shares on March 18, 2018, subject to certain forfeiture and accelerated vesting provisions.
- (6) Vested as to 898 shares on April 1, 2016. The remaining portion of the option is scheduled to vest as to the 2,685 shares in three annual installments of 33 1/3 beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions.
- (7) Vests in four annual installments of 25% beginning on August 25, 2016, subject to certain forfeiture and accelerated vesting provisions.
- (8) Vests in four annual installments of 25% beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions.

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Remarks:

ExhibitÂ List:Â Â ExhibitÂ 24--PowerÂ ofÂ Attorney

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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