

Ravener Robert D
Form 4
October 12, 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)
10/10/2012

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities 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	10/10/2012	A		971		10/10/2012	08/28/2018	Common Stock	971
Employee Stock Option (Right to Buy)	\$ 7.9975	10/10/2012	A		971		10/10/2012	12/19/2018	Common Stock	971
Employee Stock Option (Right to Buy)	\$ 7.9975	10/11/2012	A		857		10/11/2012	08/28/2018	Common Stock	857
Employee Stock Option (Right to Buy)	\$ 7.9975	10/11/2012	A		857		10/11/2012	12/19/2018	Common Stock	857

Reporting Owners

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

Signatures

/s/ Robert D.
Ravener

10/11/2012

**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) On August 28, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.7% of such option as a result of the underwriters' exercise of an overallotment option in connection with a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,237 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(2) On December 19, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.7% of such option as a result of the underwriters' exercise of an overallotment option in connection with a secondary offering of shares of common stock by certain of the Issuer's shareholders. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,237 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(3) On August 28, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.5% of such option as a result of the Issuer's repurchase of shares common stock from Buck Holdings, L.P. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,094 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

(4) On December 19, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 1.5% of such option as a result of the Issuer's repurchase of shares common stock from Buck Holdings, L.P. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,094 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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