Gibson Wayne Form 4 March 20, 2007

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gibson Wayne			2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 MISSION RIDGE			03/16/2007	X_ Officer (give title Other (specify below)		
				Senior VP		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GOODLETTSVILLE, TN 37072			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Se	curitie	s Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 and Amount	of (D)	` ′	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)
Common Stock	03/16/2007		M	1,554.05	A	\$ 0	2,795.05	D	
Common Stock	03/16/2007		F	411.0464	D	\$ 21.1	2,384.0036	D	
Common Stock	03/16/2007		D	0.0036	D	\$ 21.1	2,384	D	

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

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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. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities Acquired (A) or) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4	e
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title]
Restricted Stock Units	(1)	03/19/2007		M	,	1,554.05	03/16/2007	03/16/2007	Common Stock	
Restricted Stock Units	(1)	03/19/2007		A	7,612		(2)	(2)	Common Stock	
Employee Stock Option (Right to Buy)	\$ 21.1	03/19/2007		A	21,567		<u>(4)</u>	03/19/2017	Common Stock	

Reporting Owners

Director 10% Owner Officer Other

Gibson Wayne

100 MISSION RIDGE Senior VP

GOODLETTSVILLE, TN 37072

Signatures

Susan S.

Lanigan 03/19/2007

**Signature of Pate 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 RSUs convert to shares of common stock on a one-for-one basis
- (2) The RSUs vest and become payable in three annual installments beginning on March 19, 2008.

The RSUs vest and become payable on various dates ranging from November 17, 2007 to March 19, 2010. The total amount includes (3) RSUs that were acquired since the reporting person's last report reflecting ownership of RSUs. Those RSUs were acquired pursuant to automatic dividend reinvestments that were exempt from reporting pursuant to Rule 16a-11.

Reporting Owners 2

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(4) The option vests in four equal annual installments beginning on March 19, 2008.

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.