#### **DOLLAR GENERAL CORP**

Form 4

December 10, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

3235-0287

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January 31, 2005

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response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TEHLE DAVID M			2. Issuer Name <b>and</b> 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 all applicable)			
100 MISSIC	N RIDGE		(Month/Day/Year) 12/08/2010	Director 10% Owner Officer (give title Other (specify below) EVP & Chief Financial Officer			
	(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			
(61)	(0)	(T)					

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Secu	rities .	Acquired,	Disposed of, or Be	neficially Ow	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) or ioiDisposed of (D) (Instr. 3, 4 and 5)  (A) or			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	12/08/2010		Code V M	Amount 99,530	(D)	Price \$ 2.1875	108,670	D	
Common Stock	12/08/2010		M	46,642	A	\$ 7.9975	155,312	D	
Common Stock	12/08/2010		F	40,765.1393	D	\$ 30.84	114,546.8607	D	
Common Stock	12/08/2010		F	24,687.5793	D	\$ 30.84	89,859.2814	D	
Common Stock	12/08/2010		D	0.8607	D	\$ 30.84	89,858.4207	D	

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Common Stock

12/08/2010

D 0.4207 D \$ 30.84 89,858 D

(9-02)

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

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#### 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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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)	\$ 2.1875	12/08/2010		M		20,913	<u>(1)</u>	08/09/2014	Common Stock	20,913
Employee Stock Option (Right to Buy)	\$ 2.1875	12/08/2010		M		25,408	<u>(2)</u>	08/24/2014	Common Stock	25,408
Employee Stock Option (Right to Buy)	\$ 2.1875	12/08/2010		M		47,505	<u>(3)</u>	03/16/2016	Common Stock	47,505
Employee Stock Option (Right to Buy)	\$ 2.1875	12/08/2010		M		5,704	07/06/2007	03/23/2017	Common Stock	5,704
Employee Stock Option (Right to Buy)	\$ 7.9975	12/08/2010		M		46,642	03/20/2008	07/06/2017	Common Stock	46,642

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TEHLE DAVID M 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 EVP & Chief Financial Officer

## **Signatures**

/s/ David M. 12/10/2010

\*\*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) The option vested as to 25% on August 9, 2005 and as to 75% on February 3, 2006.
- (2) The option vested as to 25% on August 24, 2005 and as to 75% on February 3, 2006.
- (3) The option vested as to 25% on March 16, 2007 and as to 75% on July 6, 2007.
  - The number of securities reported in this column represents (a) 314,285 options that are subject to time-vesting criteria, 188,571 of which are vested and 125,714 of which are scheduled to vest 50% on each of July 6, 2011 and July 6, 2012; and (b) 188,571 options which
- (4) vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 125,714 options which are scheduled to vest 50% per year based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 28, 2011 and February 3, 2012.

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.

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