

Flanigan John W  
Form 4  
November 30, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Flanigan John W

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)  
100 MISSION RIDGE

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, Global Supply Chain

(Street)  
GOODLETTSVILLE, TN 37072

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: Flanigan John W - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	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	11/27/2012	A	457					11/27/2012	08/28/2018	Common Stock	457
Employee Stock Option (Right to Buy)	\$ 12.1975	11/27/2012	A	114					11/27/2012	05/28/2019	Common Stock	114
Employee Stock Option (Right to Buy)	\$ 7.9975	11/28/2012	A	365					11/28/2012	08/28/2018	Common Stock	365
Employee Stock Option (Right to Buy)	\$ 12.1975	11/28/2012	A	91					11/28/2012	05/28/2019	Common Stock	91
Employee Stock Option (Right to Buy)	\$ 7.9975	11/29/2012	A	823					11/29/2012	08/28/2018	Common Stock	823
Employee Stock Option (Right to Buy)	\$ 12.1975	11/29/2012	A	206					11/29/2012	05/28/2019	Common Stock	206
Employee Stock Option (Right to Buy)	\$ 7.9975	11/30/2012	A	1,920					11/30/2012	08/28/2018	Common Stock	1,920
Employee Stock	\$ 12.1975	11/30/2012	A	480					11/30/2012	05/28/2019	Common Stock	480



## Edgar Filing: Flanigan John W - Form 4

option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 6,825 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% 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 0.9% of such

- (6) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 1,706 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% 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 2.1% of such

- (7) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 18,285 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 8,745 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock scheduled to vest in installments of 13.33%, 20%, 20%, 20%, 20% and 6.67% 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 2.1% of such

- (8) option as a result of open market sales of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 4,571 unvested options that are subject to time-vesting criteria, are scheduled to vest on May 27, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 2,186 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.

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.