

DOLLAR GENERAL CORP

Form 3

June 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 * TAYLOR RHONDA (Last) (First) (Middle)			2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2013		3. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	
100 MISSION RIDGE (Street)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner __X__ Officer ____ Other (give title below) (specify below) SVP & General Counsel		5. If Amendment, Date Original Filed(Month/Day/Year)	
GOODLETTSVILE, TN 37072 (City) (State) (Zip)					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	1,452 ⁽¹⁾	D	

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
currently valid OMB control number.**

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			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	03/24/2020	Common Stock	8,785	\$ 25.25	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)	05/28/2023	Common Stock	6,908	\$ 54.48	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR RHONDA 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â SVP & General Counsel	Â

Signatures

/s/ Rhonda M. Taylor
06/05/2013
Date
Signature of Reporting Person

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).
- (1) Includes 711 restricted stock units which represent the right to receive shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on March 18, 2014. Also includes 542 earned but unvested performance share units from a March 20, 2012 grant that are scheduled to vest in two annual installments of 50% beginning on March 18, 2014. Each performance share unit represents the right to one share of the Issuer's common stock upon vesting.
- (2) Vested as to 1,072 shares on March 18, 2011, as to 1,286 shares on March 21, 2012, as to 1,285 shares on March 19, 2013, as to 1,286 shares on March 24, 2011, as to 1,286 shares on March 24, 2012 and as to 1,285 shares on March 24, 2013. The remaining time-based portion of the option is scheduled to vest as to 1,285 shares on March 24, 2014.
- (3) Vests in four annual installments of 25% beginning on March 20, 2013.
- (4) Vests in four annual installments of 25% beginning on March 18, 2014.
- (5) Vests in four annual installments of 25% beginning on May 28, 2014.

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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. 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.