

DOLLAR GENERAL CORP
 Form 4
 April 04, 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 *
 Buck Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
 ROBERTS & CO. L.P., 9 WEST
 57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock, par value \$0.875 per share	04/02/2012		S	28,150,885	D 44.0056	D (3)	
							(1)
Common Stock, par value \$0.875 per share	04/02/2012		J(2)	6,817,311	D 44.0056	D (3)	
							(2)

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) This amount represents the \$45.25 secondary public offering price per share of Common Stock, par value \$0.875 per share ("Common Stock"), of Dollar General Corporation, less the underwriting discount of \$1.24438 per share of Common Stock.
- (2) These shares of Common Stock were repurchased by Dollar General Corporation for \$44.00562 per share.
Buck Holdings, L.P. directly holds the shares of Common Stock reported herein. Buck Holdings, LLC is the general partner of Buck Holdings, L.P. The membership interests of Buck Holdings, LLC are held by a private investor group, including affiliates of each of
- (3) Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and other equity investors. Buck Holdings, LLC and each holder of membership interests in Buck Holdings, LLC disclaims beneficial ownership of the Common Stock held by Buck Holdings, L.P. except to the extent of its pecuniary interest therein.

Remarks:

(4) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, the Vice President, Treasurer and Secretary

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.