Flanigan John W
Form 4
March 28, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Flanigan John W

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Global Supply Chain

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/27/2013		M		18,285	A	$ 7.9975	34,037	D	
Common Stock	03/27/2013		M		4,571	A	$ 12.1975	38,608	D	
Common Stock	03/27/2013		M		46,292	A	$ 25.25	84,900	D	
Common Stock	03/27/2013		F		42,845.9286	D	$ 50.95	42,054.0714	D	
Common Stock	03/27/2013		D		2.0714	D	$ 50.95	42,052	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities 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)	$ 7.9975	03/27/2013		M			18,285	(1)	08/28/2018	Common Stock	18,285
Employee Stock Option (Right to Buy)	$ 12.1975	03/27/2013		M			4,571	(3)	05/28/2019	Common Stock	4,571
Employee Stock Option (Right to Buy)	$ 25.25	03/27/2013		M			46,292	(5)	03/24/2020	Common Stock	46,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP, Global Supply Chain	

Signatures

/s/ John W. Flanigan	03/28/2013

**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 number of securities reported in the first row of column 5 vested as to 2,254 shares on October 3, 2012, as to 1,555 shares on October 10, 2012, as to 1,371 shares on October 11, 2012, as to 457 shares on November 27, 2012, as to 365 shares on November 28, 2012, as to 823 shares on November 29, 2012, as to 1,920 shares on November 30, 2012, and as to 9,540 shares on February 1, 2013.

(2) The securities reported in the first row of column 9 represents unvested time-based options with the same exercise price and expiration date as the securities reported in the first row of column 5 that are scheduled to vest on May 27, 2013.

(3) The securities reported in the second row of column 5 vested as to 564 shares on October 3, 2012, as to 388 shares on October 10, 2012, as to 343 shares on October 11, 2012, as to 114 shares on November 27, 2012, as to 91 shares on November 28, 2012, as to 206 shares on November 29, 2012, as to 480 shares on November 30, 2012, and as to 2,385 shares on February 1, 2013.

(4) The number of securities reported in the second row of column 9 represents unvested time-based options with the same exercise price and expiration date as the securities reported in the second row of column 5 that are scheduled to vest on May 27, 2013.

(5) The securities reported in the third row of column 5 vested as to 12,263 shares on March 24, 2011, as to 12,440 shares on February 3, 2012, as to 12,440 shares on March 24, 2012, and as to 9,149 shares on February 1, 2013.

(6) The number of securities reported in the third row of column 9 represents (a) 12,439 unvested time-based options with the same exercise price and expiration date as the securities reported in the third row of column 5 that are scheduled to vest on March 24, 2014; and (b) 15,731 vested options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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