DOLLAR GENERAL CORP

Form 4 July 15, 2013

FORM 4

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

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

Check this box

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 *

Ravener Robert D

(Last)

1. Title of

Security

(Instr. 3)

(First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

2. Issuer Name and Ticker or Trading

Symbol

DOLLAR GENERAL CORP [DG]

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

07/11/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify X_ Officer (give title

EVP & Chief People Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(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	07/11/2013		A	3,714	07/11/2013	08/28/2018	Common Stock	3,714
Employee Stock Option (Right to Buy)	\$ 7.9975	07/11/2013		A	3,714	07/11/2013	12/19/2018	Common Stock	3,714

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ravener Robert D 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief People Officer				

Signatures

/s/ Robert D.
Ravener

**Signature of Reporting Person

O7/15/2013

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).
 - On August 28, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 6.5% of such
- (1) option as a result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144 under the Securities Act of 1933, as amended. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 4,951 vested options.
- (2) On December 19, 2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% 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 6.5% of such

Reporting Owners 2

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option as a result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144 under the Securities Act of 1933, as amended. The number of securities reported in this column includes (a) 11,428 unvested options that are subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 4,951 vested options.

Remarks:

Exhibit List: Exhibit 24--Power of 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.