

BRYANT WARREN F  
Form 4  
October 22, 2018

**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 \*  
BRYANT WARREN F

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/18/2018

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

GOODLETTSVILLE, TN 37072  
(City) (State) (Zip)

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

**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                    | 10/18/2018                           |                                                    | M                              |                                                                   | 5,549                                                                                         | A                                                        | \$ 22.55                                              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 21,932.2369 (1)                                       |
| Common Stock                    | 10/18/2018                           |                                                    | F                              |                                                                   | 1,148.8244                                                                                    | D                                                        | \$ 108.92                                             |
| Common Stock                    | 10/18/2018                           |                                                    | D                              |                                                                   | 0.1756                                                                                        | D                                                        | \$ 108.92                                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 20,783.4125                                           |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 20,783.2369                                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Director Stock Option (Right to Buy)       | \$ 22.55                                               | 10/18/2018                           |                                                    | M                              | 5,549                                                                                   | <u>(2)</u> 11/18/2019                                    | Common Stock                                                  | 5,549                                                         |

**Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| BRYANT WARREN F<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 | X             |           |         |       |

**Signatures**

/s/ Christine L. Connolly,  
Attorney-in-Fact  
Date: 10/22/2018

\_\_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) Includes 10.4269 additional restricted stock units, which were acquired through exempt transactions as a result of dividend equivalent rights on July 24, 2018, representing the right to receive shares of common stock upon vesting and/or payment.
- (2) The option exercised vested as to 1,388 shares on November 18, 2010, 1,387 shares on November 18, 2011, 1,387 shares on November 18, 2012 and 1,387 shares on November 18, 2013.

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.