

Flanigan John W
 Form 4
 September 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Flanigan John W

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)
 09/27/2012

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

EVP, Global Supply Chain

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	09/27/2012		M		16,296	A	\$ 12.1975
Common Stock	09/27/2012		M		10,544	A	\$ 25.25
Common Stock	09/27/2012		F		15,466.0954	D	\$ 52
Common Stock	09/27/2012		D		0.9046	D	\$ 52
							37,794
							48,338
							32,871.9046
							32,871

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

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- (2) The securities reported in the second row of column 5 vested as to 2,583 shares on March 18, 2011, as to 4,571 shares on March 21, 2012, as to 4,571 shares on May 27, 2011, and as to 4,571 shares on May 27, 2012.

- The number of securities reported in the first row of column 9 represents (a) 22,807 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 49,759 options that are subject to time-vesting criteria, 24,880 of which are vested, 12,440 of which are scheduled to vest on March 24, 2013 and 12,439 of which are scheduled to vest on March 24, 2014.

- (4) The number of securities reported in the second row of column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on May 27, 2013.

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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