

VASOS TODD J
Form 4
March 28, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VASOS TODD J

(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 ____ Other (specify
below) below)

Div. Pres., Chief Merch. Ofc

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		133,882	A	\$ 7.9975
Common Stock	03/27/2013		F		66,881.0562	D	\$ 50.95
Common Stock	03/27/2013		D		0.9438	D	\$ 50.95

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	03/27/2013		M		133,882		<u>(1)</u>	12/19/2018	Common Stock	133,882

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VASOS TODD J
100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

Div. Pres., Chief Merch. Ofc

/s/ Todd J. Vasos 03/28/2013

Signature of Reporting Person _____ Date _____

- * 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 securities reported in column 5 vested as to 34,623 shares on February 3, 2012, as to 2,917 shares on June 11, 2012, as to 28,250 shares on October 3, 2012, as to 4,250 shares on October 10, 2012, as to 3,750 shares on October 11, 2012, as to 1,250 shares on November 27, 2012, as to 1,000 shares on November 28, 2012, as to 2,250 shares on November 29, 2012, as to 5,250 shares on November 30, 2012, as to 50,000 shares on December 1, 2012, and as to 342 shares on February 1, 2013.
- (2) The number of securities reported in this column represents (a) 50,000 unvested time-based options with the same exercise price and expiration date as the options reported in column 5 that are scheduled to vest on December 1, 2013; and (b) 741 vested options.