

DOLLAR GENERAL CORP

Form 4

March 15, 2016

**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

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(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)

03/11/2016

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/11/2016                              |                                                             | M                                    | 28,080 A                                                                | \$ 45.25 60,568                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/11/2016                              |                                                             | M                                    | 13,746 A                                                                | \$ 48.11 74,314                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/11/2016                              |                                                             | S                                    | 53,038 D                                                                | \$ 84.5362 21,276                                                                                                  | D                                                                       |                                                                   |

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  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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)       | \$ 45.25                                               | 03/11/2016                           |                                                    | M                              |                                                                                         | 28,080                                                   |     | <u>(2)</u>                                                    | 03/20/2022      | Common Stock | 28,080                     |
| Employee Stock Option (Right to Buy)       | \$ 48.11                                               | 03/11/2016                           |                                                    | M                              |                                                                                         | 13,746                                                   |     | <u>(4)</u>                                                    | 03/18/2023      | Common Stock | 13,746                     |

## Reporting Owners

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

## Signatures

/s/ John W. Flanigan 03/15/2016

\_\_\_\_\_  
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 price reported in the third row of Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.49 to \$84.71, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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- (2) The options exercised vested as to 9,360 shares on March 20, 2013, as to 9,360 shares on March 20, 2014, and as to 9,360 shares on March 20, 2015.
- (3) The number of securities reported in the first row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on March 20, 2016.
- (4) The options exercised vested as to 6,873 shares on March 18, 2014, and as to 6,873 shares on March 18, 2015.
- (5) 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 evently on each of March 18, 2016 and March 18, 2017.

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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