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DOLLAR GENERAL CORP

Reported by

VASOS TODD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/22/12 for the Period Ending 03/20/12

Address	100 MISSION RIDGE GOODLETTSVILLE, TN 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Variety Stores
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	02/01

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
VASOS TODD J (Last) (First) (Middle)	**DOLLAR GENERAL CORP [DG]**	_____ Director _____ 10% Owner
100 MISSION RIDGE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/20/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Div. Pres., Chief Merch. Ofc**
GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	**$45.25**	**3/20/2012**		**A**		**37440**		(1)	**3/20/2022**	**Common Stock**	**37440**	**$ 0**	**37440**	**D**	
Employee Stock Option (Right to Buy)	**$7.9975**	**3/21/2012**		**A**		**50000**		**3/21/2012**	**12/19/2018**	**Common Stock**	**50000**	**$ 0**	**363383** (2)	**D**	

Explanation of Responses:

(1) The option vests in four annual installments of 25% beginning on March 20, 2013.

(2) On December 19, 2008, the reporting person was granted an option to purchase 250,000 shares of common stock scheduled to vest in installments of 3.3332%, 20%, 20%, 20%, 20% and 16.6668% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2011 fiscal years was met, resulting in the vesting of the option as to 8,333, 50,000, 49,583 and 50,000 shares, respectively. As a result of a secondary offering of shares of common stock by certain of the Issuer's shareholders, .1668% of the option (417 shares) vested on an accelerated basis on December 14, 2010. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

VASOS TODD J **100 MISSION RIDGE** **GOODLETTSVILLE, TN 37072**			**Div. Pres., Chief Merch. Ofc**	

Signatures

/s/ Todd Vasos **3/22/2012**

** Signature of Reporting Person Date

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

***** 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).

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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