EDGAR Online

DOLLAR GENERAL CORP

Reported by

GOLDMAN SACHS & CO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/14/11 for the Period Ending 12/12/11

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

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2011, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

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
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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)
GOLDMAN SACHS GROUP INC (Last) (First) (Middle)	**DOLLAR GENERAL CORP [DG]**	____ Director __ **X** __ 10% Owner ____ Officer (give title below) ____ Other (specify below)
200 WEST STREET, (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **12/12/2011**	
NEW YORK, NY 10282 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ **X** _ 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			
Common Stock	**12/12/2011**		**S**		**6059441** (3) (4)	**D**	**$37.635** (3)	**40354251**	**I**	**See Footnotes** (1) (2) (3) (4) (6) (7) (8) (9) (10)
Common Stock	**12/12/2011**		**J** (5)		**1065912** (5)	**D**	**$37.635** (5)	**39288339**	**I**	**See Footnotes** (1) (2) (5) (6) (7) (8) (9) (10)

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				
Director Stock Option (right to buy)	**$22.55**							(11)	**11/18/2019**	**Common Stock**	**5549**		**5549**	**I**	**See footnotes** (1) (2) (11)
Director Stock Option (right to buy)	**$33.16**							(12)	**5/25/2021**	**Common Stock**	**3194**		**3194**	**I**	**See footnotes** (1) (2) (12)

Explanation of Responses:

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), Goldman Sachs DGC Investors, L.P. ("GS DGC"),

Goldman Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC Offshore" and, together with GS Capital, GS Offshore, GS Parallel, GS Germany, and GS DGC, the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors") (continued in footnote 2),

(2) Goldman, Sachs Management GP GmbH ("GS GmbH"), GS DGC Advisors, L.L.C. ("GS DGC Advisors") and GS DGC Offshore Advisors, Inc. ("GS DGC Offshore Advisors", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS DGC Advisors, the Investing Entities, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.

(3) In connection with the secondary offering (the "Secondary Offering") of common stock, par value $0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") by certain selling shareholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated December 6, 2011, Buck Holdings, L.P., as a selling shareholder, sold 24,194,138 shares of Common Stock of the Company at $37.635 per share, which represents the $39.00 Secondary Offering price per share of Common Stock, less the underwriting discount of $1.365 per share of Common Stock. The Secondary Offering closed on December 12, 2011. Buck Holdings, L.P. is a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities.

(4) Pursuant to the Underwriting Agreement and in connection with the Secondary Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from certain of the selling shareholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Secondary Offering on December 12, 2011. Buck Holdings, L.P. sold an additional 3,750,000 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

(5) In connection with the Common Stock repurchase program authorized by the Company on November 30, 2011, the Company entered into a share repurchase agreement with Buck Holdings, L.P. on December 4, 2011 (the "Share Repurchase Agreement"). Pursuant to the Share Repurchase Agreement, the Company repurchased, concurrently with the Secondary Offering, 4,915,637 shares of Common Stock from Buck Holdings, L.P. (the "Stock Repurchase") at $37.635 per share, which represents the $39.00 Secondary Offering price per share of Common Stock, less the underwriting discount of $1.365 per share of Common Stock.

(6) GS Group may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan"). The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

(7) GS Group also may be deemed to beneficially own 1,038 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on May 25, 2011. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting. The shares vest in three equal annual installments of 33 1/3% beginning on May 25, 2012. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

(8) As of December 12, 2011, as a result of the Secondary Offering, the exercise of the Over-Allotment Option and the Stock Repurchase, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 39,285,776 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 39,285,776 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC.

(9) As of December 12, 2011, as a result of the Secondary Offering, the exercise of the Over-Allotment Option and the Stock Repurchase, GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 14,517,769 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 12,075,370 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 3,992,139 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continued in footnote 10)

(10) GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 515,961 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC, and its general partner, GS DGC Advisors, may be deemed to beneficially own indirectly 2,191,094 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC Offshore, and its general partner, GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 4,356,534 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; and GSUIG may be deemed to beneficially own indirectly 1,636,909 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.

(11) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 5,549 shares of Common Stock on November 18, 2009. The options vest in four annual installments of 25% beginning November 18, 2010. GS Group may be deemed to beneficially own the options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones on November 18, 2009 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

(12) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 3,194 shares of Common Stock on May 25, 2011. The options

vest in four annual installments of 25% beginning on May 25, 2012. GS Group may be deemed to beneficially own the options to purchase 3,194 shares of Common Stock that were granted to Mr. Jones on May 25, 2011 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GOLDMAN SACHS & CO **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GS Capital Partners VI Fund, L.P. **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GS Capital Partners VI Offshore Fund, L.P. **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GS Capital Partners VI Parallel LP **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GS Capital Partners VI GmbH & Co KG **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GSCP VI Advisors, L.L.C. **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GSCP VI Offshore Advisors, L.L.C. **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GS Advisors VI, L.L.C. **200 WEST STREET** **NEW YORK, NY 10282**		**X**		
GOLDMAN, SACHS MANAGEMENT GP GMBH **MESSETURM 60308** **FRANKFURT AM MAIN** **GERMANY, 2M 00000**		**X**		

Signatures

/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date

/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	**12/14/2011**
** 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.

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 number.