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# DOLLAR GENERAL CORP

Reported by

**KKR 2006 FUND L.P.**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/04/12 for the Period Ending 04/02/12

| | |
|---|---|
| Address | 100 MISSION RIDGE<br>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**

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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) |
|---|---|---|
| **KKR Fund Holdings L.P.** | **DOLLAR GENERAL CORP [ DG ]** | |
| (Last) (First) (Middle)<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**4/2/2012** | ____ Director __ **X** __ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| (Street)<br>**NEW YORK, NY 10019**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>___ Form filed by One Reporting Person<br>_ **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, par value $0.875 per share** | **4/2/2012** | | **S** | | **10350049** | **D** | **$44.0056** (1) | **56260620** | **I** | **Held through Buck Holdings, L.P. and KKR 2006 Fund L.P.** (3) (4) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **J** (2) | | **2506475** | **D** | **$44.0056** (2) | **53754145** | **I** | **Held through Buck Holdings, L.P. and KKR 2006 Fund L.P.** (3) (4) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **S** | | **2184171** | **D** | **$44.0056** (1) | **11872684** | **I** | **Held through Buck Holdings, L.P. and KKR PEI Investments, L.P.** (3) (5) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **J** (2) | | **528942** | **D** | **$44.0056** (2) | **11343742** | **I** | **Held through Buck Holdings, L.P. and KKR PEI Investments, L.P.** (3) (5) |

## 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 | | | |
| | | | | | | | | | | (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **S** | | **359275** | **D** | **$44.0056** (1) | **1952943** | **I** | **Held through Buck Holdings, L.P. and 8 North America Investor L.P.** (3) (6) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **J** (2) | | **87006** | **D** | **$44.0056** (2) | **1865937** | **I** | **Held through Buck Holdings, L.P. and 8 North America Investor L.P.** (3) (6) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **S** | | **1536752** | **D** | **$44.0056** (1) | **8353454** | **I** | **Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, L.P.** (3) (7) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **J** (2) | | **372157** | **D** | **$44.0056** (2) | **7981297** | **I** | **Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, L.P.** (3) (7) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **S** | | **240356** | **D** | **$44.0056** (1) | **1306521** | **I** | **Held through Buck Holdings, L.P. and KKR Partners III, L.P.** (3) (9) (10) (11) |
| **Common Stock, par value $0.875 per share** | **4/2/2012** | | **J** (2) | | **58207** | **D** | **$44.0056** (2) | **1248314** | **I** | **Held through Buck Holdings, L.P. and KKR Partners III, L.P.** (3) (9) (10) (11) |

**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 | | | | |

**Explanation of Responses:**

**( 1)** This amount represents the $45.25 secondary public offering price per share of Common Stock, par value $0.875 per share ("Common Stock"), of Dollar General Corporation, less the underwriting discount of $1.24438 per share of Common Stock.

**( 2)** These shares of Common Stock were repurchased by Dollar General Corporation for $44.00562 per share.

**( 3)** Buck Holdings, L.P. directly holds all of the shares of Common Stock reported herein. Buck Holdings, LLC is the general partner of Buck Holdings, L.P. The membership interests of Buck Holdings, LLC are held by a private investor group, including affiliates of Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and other equity investors.

**( 4)** KKR 2006 Fund L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

**( 5)** KKR PEI Investments, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.

**( 6)** 8 North America Investor L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.

**( 7)** Buck Holdings Co-Invest, LP may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. Buck Holdings Co-Invest GP, LLC is the sole general partner of Buck Holdings Co-Invest, LP, and the managing member of Buck Holdings Co-Invest GP, LLC is KKR Associates 2006 L.P. The sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

**( 8)** The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.

**( 9)** KKR Partners III, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR Partners III, L.P.is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Kravis and Roberts.

**( 10)** Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

**( 11)** Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC and Messrs. Kravis and Roberts have filed a separate Form 4.

**Remarks:**

(12) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, a director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC, the sole general partner of KKR Associates 2006 L.P., the sole general partner of KKR 2006 Fund L.P. (13) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC, the sole general partner of KKR Associates 2006 L.P. (14) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC. (15) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **KKR Fund Holdings L.P.**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR 2006 Fund L.P.**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR Associates 2006 LP**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR 2006 GP LLC**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |

**Signatures**

| | |
|---|---|
| **/s/ Richard J. Kreider, KKR 2006 Fund L.P. (12)** | **4/4/2012** |
| ** Signature of Reporting Person | Date |
| **/s/ Richard J. Kreider, KKR Associates 2006 L.P. (13)** | **4/4/2012** |
| ** Signature of Reporting Person | Date |
| **/s/ Richard J. Kreider, KKR 2006 GP LLC (14)** | **4/4/2012** |
| ** Signature of Reporting Person | Date |
| **/s/ Richard J. Kreider, KKR Fund Holdings L.P. (15)** | **4/4/2012** |
| ** 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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