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# DOLLAR GENERAL CORP

Reported by

**GUION KATHLEEN**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/29/12 for the Period Ending 03/27/12

| | |
|---|---|
| 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) |
|---|---|---|
| **GUION KATHLEEN**<br>(Last) (First) (Middle) | **DOLLAR GENERAL CORP [ DG ]** | _____ Director _____ 10% Owner |
| **100 MISSION RIDGE**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**3/27/2012** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**EVP, Strat Plan & Real Estate** |
| **GOODLETTSVILLE, TN 37072**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | **3/27/2012** | | **M** | | **73346** | **A** | **$7.9975** | **73346** | **D** | |
| **Common Stock** | **3/27/2012** | | **F** | | **33718.1641** | **D** | **$45.75** | **39627.8359** | **D** | |
| **Common Stock** | **3/27/2012** | | **D** | | **.8359** | **D** | **$45.75** | **39627** | **D** | |

### 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)** | **$7.9975** | **3/27/2012** | | **M** | | | **73346** | (1) | **7/6/2017** | **Common Stock** | **73346** | **$0** | **227619** (2) | **D** | |

**Explanation of Responses:**

**( 1)** The securities reported in column 5 vested as to 50,000 shares on March 25, 2010, as to 965 shares on July 6, 2009 and as to 22,381 shares on July 6, 2010.

**( 2)** The number of securities reported in tihs column represents (a) 127,619 options that are subject to time-vesting criteria, 77,619 of which are vested and the remainder of which are scheduled to vest on July 6, 2012; and (b) 100,000 options which vested after the Issuer's satisfaction of certain performance-vesting criteria.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **GUION KATHLEEN** | | | | |

| | | | | |
|---|---|---|---|---|
| **100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072** | | | **EVP, Strat Plan & Real Estate** | |

**Signatures**

| | |
|---|---|
| **/s/ Susan S. Lanigan, Attorney-in-Fact** | **3/29/2012** |
| ** 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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