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DOLLAR GENERAL CORP

Reported by

JONES ADRIAN M

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

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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
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)
Jones Adrian M (Last) (First) (Middle)	**DOLLAR GENERAL CORP [DG]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
C/O GOLDMAN, SACHS & CO., 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) _ **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			
Common Stock	**12/12/2011**		**S**		**6059441** (2) (3)	**D**	**$37.635** (5)	**40354251**	**I**	**See Footnotes** (1) (2) (3) (5) (6) (7) (8)
Common Stock	**12/12/2011**		**J** (4)		**1065912** (4)	**D**	**$37.635** (5)	**39288339**	**I**	**See Footnotes** (1) (4) (5) (6) (7) (8)

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**							(9)	**11/18/2019**	**Common Stock**	**5549**		**5549**	**I**	**See footnotes** (1) (9)
Director Stock Option (right to buy)	**$33.16**							(10)	**5/25/2021**	**Common Stock**	**3194**		**3194**	**I**	**See footnotes** (1) (10)

Explanation of Responses:

(1) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

(2) 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. 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 certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities").

(3) 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.

(4) 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").

(5) This amount 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 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. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(9) 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.

(10) 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
Jones Adrian M **C/O GOLDMAN, SACHS & CO.** **200 WEST STREET** **NEW YORK, NY 10282**	**X**			

Signatures

/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).

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