

Flanigan John W
Form 4
March 22, 2011

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Flanigan John W

(Last) (First) (Middle)
100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Supply Chain

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9975	03/18/2011			A		18,286		03/18/2011	08/28/2018	Common Stock	18,286
Employee Stock Option (Right to Buy)	\$ 12.1975	03/18/2011			A		4,571		03/18/2011	05/28/2019	Common Stock	4,571
Employee Stock Option (Right to Buy)	\$ 25.25	03/18/2011			A		10,367		03/18/2011	03/24/2020	Common Stock	10,367

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP, Global Supply Chain	

Signatures

/s/ John W.
Flanigan

03/21/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.333%, 20%, 20%, 20%, 20% and 6.667% 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 2010 fiscal years were met, resulting in the vesting of the option as to 12,190, 18,286 and 18,286 shares, respectively. The number of securities reported in this column also includes 91,428 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.

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(2) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock, with 3,048 shares underlying the option vested on such date and the remaining portion scheduled to vest in installments of 4,572, 4,571, 4,571, 4,571 and 1,524 shares based on the Issuer's satisfaction of certain performance criteria for each of the 2009 through 2013 fiscal years. The performance criteria for the 2009 and 2010 fiscal years were met, resulting in the vesting of the option as to 4,572 and 4,571 shares, respectively. The number of securities reported in this column also includes 22,857 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.

(3) On March 24, 2010, the reporting person was granted an option to purchase 49,759 shares of common stock scheduled to vest in installments of 10,367, 12,440, 12,440, 12,439 and 2,073 shares, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years. The performance criteria for the 2010 fiscal year was met, resulting in the vesting of the option as to 10,367 shares. The number of securities reported in this column also includes 49,759 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.

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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