

DOLLAR GENERAL CORP  
Form 4/A  
August 01, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Ravener Robert D

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/11/2013

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
EVP & Chief People Officer

GOODLETTSVILLE, TN 37072  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/15/2013

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 (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.

**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.**

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)<br>(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                    | 07/11/2013       |            |   | A    |   | 4,680 |     | 07/11/2013       | 08/28/2018      | Common Stock | 4,680                      |
| Employee Stock Option (Right to Buy) | \$ 7.9975                    | 07/11/2013       |            |   | A    |   | 4,680 |     | 07/11/2013       | 12/19/2018      | Common Stock | 4,680                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Ravener Robert D<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |               |           | EVP & Chief People Officer |       |

## Signatures

/s/ Rhonda M. Taylor,  
Attorney-in-Fact

08/01/2013

\_\_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 8-28-2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 8.19% of such option as a result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144 under the Securities Act of 1933. The number of securities reported includes (a) 11,428 unvested options subject to time-vesting criteria, are scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,917 vested options. This Form 4 amendment is being filed to correct the number of securities acquired, the number of shares held following the transaction, and related information in this fn.
- (2) On 12-19-2008, the reporting person was granted an option to purchase 57,142 shares of common stock scheduled to vest in installments of 8.33%, 20%, 20%, 20%, 20% and 11.67% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 8.19% of such option as a

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result of an unregistered sale of shares of Dollar General common stock by Buck Holdings, LP. in reliance upon Rule 144 under the Securities Act of 1933. The number of securities reported includes (a) 11,428 unvested options subject to time-vesting criteria, scheduled to vest on August 25, 2013, and have the same exercise price and expiration date as the option reported herein as acquired; and (b) 5,917 vested options. This Form 4 amendment is being filed to correct the number of securities acquired, the number of shares held following the transaction, and related information in this fn.

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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