

DOLLAR GENERAL CORP
Form 4
December 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
VASOS TODD J

(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)
12/11/2013

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)

Chief Operating Officer

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/12/2013 | | M | 3,275 | A \$ 7.9975 | 40,882 | D |
| Common Stock | 12/12/2013 | | F | 1,625.3402 | D \$ 60.46 | 39,256.6598 | D |
| Common Stock | 12/12/2013 | | D | 0.6598 | D \$ 60.46 | 39,256 | D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 7.9975 | 12/11/2013 | | A | 3,275 | 12/11/2013 | 12/19/2018 | Common Stock | 3,275 |
| Employee Stock Option (Right to Buy) | \$ 7.9975 | 12/12/2013 | | M | 3,275 | 12/11/2013 | 12/19/2018 | Common Stock | 3,275 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | | | Chief Operating Officer | |

Signatures

/s/ Todd J.
Vasos

12/12/2013

**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).

On December 19, 2008, the reporting person was granted an option to purchase 250,000 shares of common stock scheduled to vest in installments of 3.3332%, 20%, 20%, 20%, 20% and 16.6668% per year based on the Issuer's satisfaction of certain performance criteria

(1) for each of the 2008-2013 fiscal years. The option reported herein resulted from the acceleration of vesting of 1.31% 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.

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