LANIGAN SUSAN S
Form 4
December 10, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANIGAN SUSAN S

(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)
12/08/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & General Counsel

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. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2010		M		66,474	A	$ 2.1875	66,474	D	
Common Stock	12/08/2010		M		23,927	A	$ 7.9975	90,401	D	
Common Stock	12/08/2010		F		27,226.1817	D	$ 30.84	63,174.8183	D	
Common Stock	12/08/2010		F		12,664.5448	D	$ 30.84	50,510.2735	D	
Common Stock	12/08/2010		D		0.8183	D	$ 30.84	50,509.4552	D	

Common Stock	12/08/2010		D	0.4552	D	$ 30.84	50,509	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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 2.1875	12/08/2010		X			10,344	(1)	08/12/2012	Common Stock	10,344
Employee Stock Option (Right to Buy)	$ 2.1875	12/08/2010		M			5,990	(2)	08/26/2013	Common Stock	5,990
Employee Stock Option (Right to Buy)	$ 2.1875	12/08/2010		M			12,076	(3)	08/24/2014	Common Stock	12,076
Employee Stock Option (Right to Buy)	$ 2.1875	12/08/2010		M			33,981	(4)	03/16/2016	Common Stock	33,981
Employee Stock Option (Right to Buy)	$ 2.1875	12/08/2010		M			4,083	07/06/2007	03/23/2017	Common Stock	4,083

Employee Stock Option (Right to Buy)	$ 7.9975	12/08/2010		M	23,927	03/20/2008	07/06/2007	Common Stock	23,927

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANIGAN SUSAN S 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & General Counsel	

Signatures

/s/ Susan S. Lanigan	12/10/2010
**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) The option vested as to 25% on each of August 12, 2003, August 12, 2004, August 12, 2005, and February 3, 2006.

(2) The option vested as to 25% on each of August 26, 2004, August 25, 2005, August 26, 2006, and July 6, 2007.

(3) The option vested as to 25% on August 24, 2005 and as to 75% on February 3, 2006.

(4) The option vested as to 25% on March 16, 2007 and as to 75% on July 6, 2007.

(5) The number of securities reported in this column represents (a) 192,857 options that are subject to time-vesting criteria, 115,715 of which are vested and 77,142 of which are scheduled to vest 50% on each of July 6, 2011 and July 6, 2012; and (b) 115,715 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 77,142 options which are scheduled to vest 50% per year based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 28, 2011 and February 3, 2012.

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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