

DOLLAR GENERAL CORP

Form 4

July 10, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUION KATHLEEN

(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)
07/06/2007

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)

Division President

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)
Common Stock	07/06/2007		D	9,723 D \$ 22 0		D	

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
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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)**

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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 Number Shares
Restricted Stock Units	\$ 22	07/06/2007		D	28,498.8	<u>(1)</u>	<u>(1)</u>	Common Stock	28,498 <u>(2)</u>
Employee Stock Option (right to buy)	\$ 17.54	07/06/2007		D	55,800	<u>(4)</u>	03/16/2016	Common Stock	55,800
Employee Stock Option (right to buy)	\$ 18.83	07/06/2007		D	42,000	<u>(4)</u>	08/24/2014	Common Stock	42,000
Employee Stock Option (right to buy)	\$ 20.63	07/06/2007		D	62,800	<u>(4)</u>	12/02/2013	Common Stock	62,800
Employee Stock Option (right to buy)	\$ 21.25	07/06/2007		D	39,883	<u>(4)</u>	03/23/2017	Common Stock	39,883
Employee Stock Option (right to buy)	\$ 22.35	07/06/2007		D	50,300	<u>(4)</u>	03/15/2015	Common Stock	50,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUION KATHLEEN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Division President	

Signatures

/s/ Susan S. Lanigan, by Power of
Attorney

07/10/2007

__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) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.

Includes 28,142 Restricted Stock Units that were scheduled to vest as follows: 1,733 units on August 24, 2008; 5,000 units on August 24, 2008; 1,733 units on March 15, 2008; 5,600 units in two equal annual installments beginning on March 16, 2008; and 14,076 units in three equal annual installments beginning on March 23, 2008.
- (3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.
- (4) Immediately before the effective time of the merger, all vested options became fully vested and immediately exercisable.

This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.
- (5) All options with an exercise price above the merger consideration of \$22.00 per share were cancelled in the merger and no payment will be made thereon.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.