

Ravener Robert D
Form 4
November 30, 2012

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ravener Robert D

(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)

11/27/2012

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 & Chief People Officer

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	(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)
---------------------------------------	------------------------------	---	---	------------------------	--	--	---

Edgar Filing: Ravener Robert D - Form 4

(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	11/27/2012	A		285		11/27/2012	08/28/2018	Common Stock	285
Employee Stock Option (Right to Buy)	\$ 7.9975	11/27/2012	A		285		11/27/2012	12/19/2018	Common Stock	285
Employee Stock Option (Right to Buy)	\$ 7.9975	11/28/2012	A		229		11/28/2012	08/28/2018	Common Stock	229
Employee Stock Option (Right to Buy)	\$ 7.9975	11/28/2012	A		229		11/28/2012	12/19/2018	Common Stock	229
Employee Stock Option (Right to Buy)	\$ 7.9975	11/29/2012	A		514		11/29/2012	08/28/2018	Common Stock	514
Employee Stock Option (Right to Buy)	\$ 7.9975	11/29/2012	A		514		11/29/2012	12/19/2018	Common Stock	514
Employee Stock Option (Right to Buy)	\$ 7.9975	11/30/2012	A		1,200		11/30/2012	08/28/2018	Common Stock	1,200
Employee Stock	\$ 7.9975	11/30/2012	A		1,200		11/30/2012	12/19/2018	Common Stock	1,200

Option
(Right to
Buy)

Reporting Owners

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

Signatures

/s/ Robert D. 11/30/2012
Ravener

__Signature of Date
Reporting Person

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 August 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 0.5% of such

- (1) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 6,379 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On December 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 0.5% of such

- (2) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 6,379 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 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 0.4% of such

- (3) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 6,608 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On December 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 0.4% of such

- (4) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 6,608 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

- (5) On August 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

Edgar Filing: Ravener Robert D - Form 4

each of the 2008-2013 fiscal years. The option reported herein as acquired resulted from the acceleration of vesting of 0.9% of such option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 7,122 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On December 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 0.9% of such

- (6) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 7,122 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On August 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 2.1% of such

- (7) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 8,322 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

On December 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 2.1% of such

- (8) option as a result of the open market sale of common stock by Buck Holdings, L.P. under a 10b5-1 plan. The number of securities reported in this column includes (a) 11,428 unvested options that are 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) 8,322 options which vested after the Issuer's satisfaction of certain performance-vesting criteria or upon vesting acceleration.

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.