

DOLLAR GENERAL CORP
 Form 4
 March 13, 2014

FORM 4

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

OMB APPROVAL

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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 *
 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)
 03/11/2014

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)
 EVP & Chief People 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/11/2014 | | A | | 2,562 (1) | A | \$ 0 14,941 D |
| Common Stock | 03/11/2014 | | F | | 236 | D | \$ 59.4 14,705 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) | \$ 25.25 | 03/11/2014 | | A | 13,422 | 03/11/2014 03/24/2020 | Common Stock 13,422 |

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.
Ravener
03/13/2014
Date

**Signature of 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).
- Performance share units earned by the reporting person from a March 18, 2013 grant, as certified by the Issuer's Compensation Committee (the "Committee") on March 11, 2014. Each performance share unit represents the right to one share of the Issuer's common stock. The amount reported includes (i) 854 performance share units that were settled and paid in unrestricted shares of the Issuer's common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 1,708 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (854 each until March 18, 2015 and March 18, 2016), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- On March 24, 2010, the reporting person was granted an option to purchase 53,688 shares of common stock scheduled to vest in installments of 11,185, 13,422, 13,422, 13,422 and 2,237 shares, respectively, per year based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years, subject to certain accelerated vesting provisions. The number of securities reported in this column includes all such vested options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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