DOLLAR GENERAL CORP
Form 4
July 10, 2007

FORM 4

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

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).

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 *
ELLIOTT ANITA C

(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)
Senior V.P. and Controller

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	07/06/2007		D		1,936	D	$ 22	0	D	

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

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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)

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Units	$ 22	07/06/2007		D			12,919.93	(1)	(1)	Common Stock	12,91 (2
Employee Stock Option (right to buy)	$ 17.54	07/06/2007		D			30,200	(4)	03/16/2016	Common Stock	30,2
Employee Stock Option (right to buy)	$ 18.74	07/06/2007		D			25,000	(4)	08/22/2015	Common Stock	25,0
Employee Stock Option (right to buy)	$ 21.1	07/06/2007		D			21,567	(4)	03/19/2017	Common Stock	21,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ANITA C 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Senior V.P. and Controller	

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.

(2)

Includes 12,811 Restricted Stock Units that were scheduled to vest as follows: 2,133 units in two equal annual installments beginning on August 22, 2007; 3,066 units in two equal annual installments beginning on March 16, 2008; and 7,612 units in three equal annual installments beginning on March 19, 2008.

(3) The Restricted Stock Units were cashed out in the merger for $22 per Restricted Stock Unit on a one-for-one basis.

(4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.

(5) 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 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 and $3.75, multiplied by the number of shares subject to the new option.

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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