

GUION KATHLEEN

Form 3

November 12, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *
Â GUION KATHLEEN

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE,Â TNÂ 37072

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
11/12/20093. Issuer Name **and** Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10%
Owner__X__ Officer ____ Other
(give title below) (specify below)
Div. Pres., Store Ops & Dev.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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

17,379

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: GUION KATHLEEN - Form 3

							(I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (1)	12/02/2013	Common Stock	13,110	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â (2)	08/24/2014	Common Stock	20,288	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/16/2016	Common Stock	37,922	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	07/06/2007 03/23/2017		Common Stock	4,557	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â (4)	07/06/2017	Common Stock	250,000	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/20/2008 07/06/2017		Common Stock	50,000 (5)	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009 07/06/2017		Common Stock	50,000 (6)	\$ 7.9975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUION KATHLEEN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â Div. Pres., Store Ops & Dev.	Â

Signatures

/s/ Susan S. Lanigan,
Attorney-in-Fact
11/12/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 25% per year on December 2, 2004 and December 2, 2005 and 50% on February 3, 2006.

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

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

(4) The option becomes exercisable 20% per year beginning on July 6, 2008.

(5) On July 6, 2007, the reporting person was granted an option to purchase 250,000 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending February 1, 2008, January 30, 2009, January 29, 2010, January 28, 2011 and February 3, 2012. The performance criteria for each of the fiscal years ended February 1, 2008 and January 30, 2009 were met, in each case resulting in the vesting of the option as to 50,000 shares.

(6) See footnote 5.

Â

Remarks:

Exhibit List

Exhibit 24--Power of Attorney

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.