

VASOS TODD J

Form 3

November 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *
 VASOS TODD J

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)
 11/12/2009

3. Issuer Name and Ticker or Trading Symbol
 DOLLAR GENERAL CORP [DG]

4. Relationship of Reporting
 Person(s) to Issuer

(Check all applicable)

____ Director ____ 10%
 Owner
 ____X____ Officer ____ Other
 (give title below) (specify below)
 Div. Pres., Chief Merch. Ofc

5. If Amendment, Date Original
 Filed(Month/Day/Year)

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

74,286

D

A

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)

3. Title and Amount of
 Securities Underlying
 Derivative Security
 (Instr. 4)

4. Conversion
 or Exercise
 Price of
 Derivative
 Security

5. Ownership
 Form of
 Derivative
 Security:
 Direct (D)
 or Indirect

6. Nature of Indirect
 Beneficial
 Ownership
 (Instr. 5)

Date
 Exercisable

Expiration
 Date

Title

Amount or
 Number of
 Shares

(I)
(Instr. 5)

Employee Stock Option (Right to Buy)	Â (1)	12/19/2018	Common Stock	250,000	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009	12/19/2018	Common Stock	8,333 (2)	\$ 7.9975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â Div. Pres., Chief Merch. Ofc	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 becomes exercisable 20% per year beginning on December 1, 2009.

On December 19, 2008, the reporting person was granted an option to purchase 250,000 shares of common stock. The option vests in installments of 3.3332%, 20%, 20%, 20%, 20% and 96.6668% based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending January 30, 2009, January 29, 2010, January 28, 2011, February 3, 2012, February 1, 2013, and January 31, 2014. The performance criteria for the fiscal year ended January 30, 2009 were met, resulting in the vesting of the option as to 8,333 shares.

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Remarks:

ExhibitÂ List

ExhibitÂ 24--PowerÂ ofÂ Attorney

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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