

Flanigan John W
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 *
Â Flanigan John W

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE,Â TNÂ 37072

(City) (State) (Zip)

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

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10%
Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, Global Supply Chain

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

22,857

D Â

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

SEC 1473 (7-02)

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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

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							(I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (1)	08/28/2018	Common Stock	91,428	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	Â (2)	05/28/2019	Common Stock	22,857	\$ 12.1975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009	08/28/2018	Common Stock	12,190 (3)	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	05/28/2009	05/28/2019	Common Stock	3,048 (4)	\$ 12.1975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â SVP, Global Supply Chain	Â

Signatures

/s/ Susan S. Lanigan,
Attorney-in-Fact
Date 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 May 27, 2009.

(2) The option becomes exercisable 20% per year beginning on May 27, 2009.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock. The option vests in installments of 13.3329%, 20%, 20%, 20%, 20% and 86.6671% 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 was met, resulting in the vesting of the option as to 12,190 shares.

(4) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock, with 3,048 shares underlying the option vested on such date. The remaining portion of the option vests in installments of 4,572, 4,571, 4,571, 4,571 and 1,524 shares based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 29, 2010, January 28, 2011, February 3, 2012, February 1, 2013, and January 31, 2014.

Â

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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