DOLLAR GENERAL CORP

Form 4 March 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005

Estimated average

burden hours per response... 0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VASOS TODD J			Symbol	d Ticker or Trading ERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer			
(T)	(F)	06111			(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest 7	Fransaction				
			(Month/Day/Year)		Director	10% Owner		
100 MISSIC	ON RIDGE		03/11/2014		_X_ Officer (give below)	ve title Other (specify below)		
					Chief	Operating Officer		
	(Street)			Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Ye	ar)				
						One Reporting Person		
GOODLET	TSVILLE, T	N 37072			Form filed by l Person	More than One Reporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	quired, Disposed o	of, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature		

		14010	. I - 110II-D	ciivative	occur	illes Act	equired, Disposed of, of Deficiencially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	nth/Day/Year) Execution Date, if			Transaction(A) or Disposed of			Form: Direct	Indirect				
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial					
		(Month/Day/Year)	nth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Owned	Indirect (I)	Ownership				
						Following	(Instr. 4)	(Instr. 4)					
					()		Reported						
					(A)		Transaction(s)						
			C 1 W		or	ъ.	(Instr. 3 and 4)						
~			Code V	Amount	(D)	Price							
Common	03/11/2014		A	2,562	Α	\$ 0	41,818	D					
Stock	03/11/2014		Λ	(1)	А	ψυ	71,010	D					
~						Φ.							
Common	03/11/2014		F	228	D	\$	41,590	D					
Stock	03/11/2017		1	220	D	59.4	71,370	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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
							Expiration Date		or Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072

Chief Operating Officer

Signatures

/s/ Todd J. 03/13/2014 Vasos

**Signature of Date 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

(1) 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.

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.

Reporting Owners 2