

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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |  |
| Â VASOS TODD J                            |         |          | (Month/Day/Year)                     | DOLLAR GENERAL CORP [DG]                                   |  |
| (Last)                                    | (First) | (Middle) | 11/12/2009                           | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| 100 MISSION RIDGE                         |         |          |                                      | (Check all applicable)                                     |  |
| (Street)                                  |         |          |                                      | ___ Director ___ 10% Owner                                 | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GOODLETTSVILLE,Â TNÂ 37072                |         |          |                                      | __X__ Officer ___ Other (give title below) (specify below) | __X__ Form filed by One Reporting Person                   |
| (City)                                    | (State) | (Zip)    |                                      | Div. Pres., Chief Merch. Ofc                               | ___ 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  | 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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**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)<br>(Instr. 5) |   |
|---|------------|------------|-----------------|-----------|-----------|-------------------|---|
| Employee Stock Option<br>(Right to Buy) | Â (1)      | 12/19/2018 | Common<br>Stock | 250,000   | \$ 7.9975 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 03/19/2009 | 12/19/2018 | Common<br>Stock | 8,333 (2) | \$ 7.9975 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| VASOS TODD J<br>100 MISSION RIDGE<br>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

(2) 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.

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.