

Flanigan John W  
 Form 3  
 November 12, 2009

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

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Å Flanigan John W                         |         |          | (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, Å TN Å 37072              |         |          |                                      | __X__ Officer ___ Other (specify below)            | __X__ Form filed by One Reporting Person                   |
| (City)                                    | (State) | (Zip)    |                                      | SVP, Global Supply Chain                           | ___ 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  | Å   |

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                                       |   |

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

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Flanigan John W<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 | Â             | Â         | Â SVP,<br>Global<br>Supply<br>Chain | 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 May 27, 2009.

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

(3) 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.

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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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