DOLLAR GENERAL CORP

Form 4 March 23, 2017

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * VASOS TODD J

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction (Month/Day/Year)

03/22/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Securities Beneficially Owned Following Reported

5. Amount of

Issuer

below)

Person

X Director

Applicable Line)

X_ Officer (give title

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

(Check all applicable)

below) Chief Executive Officer

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

Estimated average

burden hours per

1

Edgar Filing: DOLLAR GENERAL CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 70.68	03/22/2017		A		161,512		(1)	03/22/2027	Common Stock	161,51

Reporting Owners

Reporting Owner Name / Address	Keiationsnips			
	Director	10% Owner	Officer	Other

100 MISSION RIDGE

Chief Executive Officer X

GOODLETTSVILLE, TN 37072

Signatures

VASOS TODD J

/s/ Todd J. 03/23/2017 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).
- The option vests in four annual installments of 25% beginning on April 1, 2018, subject to certain forfeiture and accelerated vesting provisions.

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