

GUION KATHLEEN
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 and Ticker or Trading Symbol	
Â GUION KATHLEEN			(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)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
GOODLETTSVILLE,Â TNÂ 37072				<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		Div. Pres., Store Ops & Dev.	<input type="checkbox"/> 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	17,379	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	

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							(I)	
							(Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	12/02/2013	Common Stock	13,110	\$ 2.1875	D	Â	
Employee Stock Option (Right to Buy)	Â (2)	08/24/2014	Common Stock	20,288	\$ 2.1875	D	Â	
Employee Stock Option (Right to Buy)	Â (3)	03/16/2016	Common Stock	37,922	\$ 2.1875	D	Â	
Employee Stock Option (Right to Buy)	07/06/2007	03/23/2017	Common Stock	4,557	\$ 2.1875	D	Â	
Employee Stock Option (Right to Buy)	Â (4)	07/06/2017	Common Stock	250,000	\$ 7.9975	D	Â	
Employee Stock Option (Right to Buy)	03/20/2008	07/06/2017	Common Stock	50,000 (5)	\$ 7.9975	D	Â	
Employee Stock Option (Right to Buy)	03/19/2009	07/06/2017	Common Stock	50,000 (6)	\$ 7.9975	D	Â	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUION KATHLEEN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â Div. Pres., Store Ops & Dev.	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 vested 25% per year on December 2, 2004 and December 2, 2005 and 50% on February 3, 2006.
- (2) The option vested 25% on August 24, 2005 and 75% on February 3, 2006.
- (3) The option vested 25% on March 16, 2007 and 75% on July 6, 2007.
- (4) The option becomes exercisable 20% per year beginning on July 6, 2008.

- (5) On July 6, 2007, the reporting person was granted an option to purchase 250,000 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending February 1, 2008, January 30, 2009, January 29, 2010, January 28, 2011 and February 3, 2012. The performance criteria for each of the fiscal years ended February 1, 2008 and January 30, 2009 were met, in each case resulting in the vesting of the option as to 50,000 shares.
- (6) See footnote 5.

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Remarks:

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Exhibit List

Exhibit 24--Power of 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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