

LANIGAN SUSAN S
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 *
Â LANIGAN SUSAN S

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE,Â TNÂ 37072

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
11/12/2009

3. Issuer Name **and** Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10%
Owner
X Officer ____ Other
(give title below) (specify below)
EVP & General Counsel

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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)

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

SEC 1473 (7-02)

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information contained in this form are not
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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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Employee Stock Option (Right to Buy)	08/12/2003	08/12/2012	Common Stock	22,502	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	08/26/2013	Common Stock	5,990	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	08/24/2014	Common Stock	12,076	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	03/16/2016	Common Stock	33,981	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	07/06/2007	03/23/2017	Common Stock	4,083	\$ 2.1875	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	07/06/2017	Common Stock	192,857	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/20/2008	07/06/2017	Common Stock	38,572 <u>(5)</u>	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009	07/06/2017	Common Stock	38,572 <u>(6)</u>	\$ 7.9975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANIGAN SUSAN S 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â EVP & General Counsel	Â

Signatures

/s/ Susan S.
Lanigan

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 August 26, 2004, August 26, 2005, August 26, 2006 and July 6, 2007.

(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 192,857 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 38,572 shares.

(6) See footnote 5.

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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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