#### **BRYANT WARREN F** Form 4

Check this box

May 30, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5

if no longer

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRYANT WARREN F** Issuer Symbol DOLLAR GENERAL CORP [DG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 100 MISSION RIDGE 05/29/2013 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GOODLETTSVILLE, TN 37072 Person (City) (State) (Zip)

(C	1ty)	(State)	(Zip)		Table	I - Non-D	erivativ	e Securities	s Acquir	ed, Di	isposed o	of, or Ben	eficial	ly Owned
		o	 	_		_			_					

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transact		4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	• •	any	Code		Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(4)		Reported		
						(A)		Transaction(s)		
			Code V	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/29/2013		A		968 (1)	A	\$0	8,596	D	

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 (9-02)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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 53.93	05/29/2013		A	3,994	(2)	05/29/2023	Common Stock	3,994

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
,	Director	10% Owner	Officer	Other				
BRYANT WARREN F 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X							

### **Signatures**

/s/ Rhonda M. Taylor, Attorney-in-Fact 05/30/2013

\*\*Signature of Reporting Person Date

# **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).
- (1) Restricted stock units which represent a contingent right to receives shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on May 29, 2014.
- (2) The option vests in four annual installments of 25% beginning on May 29, 2014.

#### **Remarks:**

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. 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.

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