

DOLLAR GENERAL CORP

Form 3

May 02, 2016

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 *
 Kindy Michael J

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)
 04/30/2016

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)
 SVP, Global Supply Chain

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)

Common Stock

5,834 ⁽¹⁾

D

A

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
 required to respond unless the form displays a
 currently valid OMB control number.**

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

(I)
(Instr. 5)

Employee Stock Option (Right to Buy)	Â (2)	12/19/2018	Common Stock	24,000	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/20/2022	Common Stock	4,729	\$ 45.25	D	Â
Employee Stock Option (Right to Buy)	Â (4)	03/18/2023	Common Stock	2,999	\$ 48.11	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/18/2024	Common Stock	3,034	\$ 57.91	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/17/2025	Common Stock	3,583	\$ 74.72	D	Â
Employee Stock Option (Right to Buy)	Â (7)	08/25/2025	Common Stock	7,404	\$ 73.73	D	Â
Employee Stock Option (Right to Buy)	Â (8)	03/16/2026	Common Stock	10,016	\$ 84.67	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kindy Michael J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â SVP, Global Supply Chain	Â

Signatures

/s/ Michael J.
Kindy 05/02/2016

**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).

Includes 188 restricted stock units representing the right to receive shares of common stock upon vesting ("RSUs") that are scheduled to vest on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions; 288 RSUs that are scheduled to vest evenly on April 1, 2017 and April 1, 2018, subject to certain forfeiture and accelerated vesting provisions; 1,146 RSUs that are scheduled to vest in

- (1) three annual installments of 33 1/3% beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions; 180 earned but unvested performance share units representing the right to receive shares of common stock upon vesting ("PSUs") that are scheduled to vest on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions; and 300 earned but unvested PSUs that are scheduled to vest evenly on April 1, 2017 and April 1, 2018, subject to certain forfeiture and accelerated vesting provisions.

Vested as to 432 shares on June 11, 2012, as to 4,197 shares on October 3, 2012, as to 632 shares on October 10, 2012, as to 557 shares on October 11, 2012, as to 185 shares on November 27, 2012, as to 149 shares on November 28, 2012, as to 334 shares on November 29,

- (2) 2012, as to 780 shares on November 30, 2012, as to 2,954 shares on December 8, 2012, as to 162 shares on February 1, 2013, as to 1,992 shares on April 3, 2013, as to 669 shares on April 22, 2013, as to 3,042 shares on July 11, 2013, as to 7,428 shares on December 8, 2013, and as to 487 shares on December 11, 2013.

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- (3) Vested as to 1,183 shares on March 20, 2013, as to 1,182 shares on March 20, 2014, as to 1,182 shares on March 20, 2015, and as to 1,182 shares on March 20, 2016.
- Vested as to 752 shares on March 18, 2014, as to 749 shares on March 18, 2015, and as to 749 shares on March 18, 2016. The remaining
- (4) portion of the option is scheduled to vest as to the 749 shares on March 18, 2017, subject to certain forfeiture and accelerated vesting provisions.
- Vested as to 760 shares on March 18, 2015 and as to 758 shares on March 18, 2016. The remaining portion of the option is scheduled to
- (5) vest as to 758 shares on March 18, 2017 and as to 758 shares on March 18, 2018, subject to certain forfeiture and accelerated vesting provisions.
- (6) Vested as to 898 shares on April 1, 2016. The remaining portion of the option is scheduled to vest as to the 2,685 shares in three annual installments of 33 1/3 beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions.
- (7) Vests in four annual installments of 25% beginning on August 25, 2016, subject to certain forfeiture and accelerated vesting provisions.
- (8) Vests in four annual installments of 25% beginning on April 1, 2017, subject to certain forfeiture and accelerated vesting provisions.

Â

Remarks:

ExhibitÂ List:Â Â 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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