DOLLAR GENERAL CORP

Form 4

October 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction See Instruction 30(h) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Common

Stock

10/25-04:00/2013

1. Name and Address of Reporting Person *

Jones Adrian M Issuer Symbol DOLLAR GENERAL CORP [DG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title C/O GOLDMAN, SACHS & 10/25-04:00/2013 below) CO., 200 WEST STREET (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 NEW YORK, NY 10282 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 7. Nature of 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See \$ footnotes Common (1) (2) (3) (5) 10/25-04:00/2013 P 300 59.4117 1,266,477 I A Stock (6) (7) (8) (9) (3)

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

S

300

D

59.4117

(4)

1.266,177

I

(10)

See footnotes

(10)

(1) (2) (4) (5)

(6) (7) (8) (9)

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ties	(Instr. 5)	Bene
	Derivative			Securities				(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									A		
									Amount		
					Exer	Date		or Trial NL 1			
						Exercisable					
				G 1 W					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Jones Adrian M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact

10/29-04:00/2013

**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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
 - The shares of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group.
- **(2)** Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.
- Reflects a weighted average purchase price of \$59.411667 per share, at prices ranging from \$59.41 to 59.415 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number

Reporting Owners 2

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- of shares sold at each separate price will be provided.
- Reflects a weighted average sale price of \$59.411667 per share, at prices ranging from \$59.41 to 59.415 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- GS Group may be deemed to beneficially own 968 restricted stock units that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan") on May 29, 2013. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three annual installments of 33 1/3% beginning on May 29, 2014. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- GS Group also may be deemed to beneficially own 1,065 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on June 1, 2012. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three annual installments of 33 1/3% beginning on June 1, 2013. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- GS Group also may be deemed to beneficially own 1,038 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on May 25, 2011. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was May 25, 2011. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- GS Group also may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on November 18, 2009. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
 - As of October 25, 2013, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the indirect beneficial ownership of such shares by certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"). The Investing Entities may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a
- (9) Indirectly 899,475 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.
- (10) Additionally, as of October 25, 2013, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 362,106 shares of Common Stock, and Goldman Sachs holds open short positions of 238,729 shares of Common Stock, each due to exempt transactions. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

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.