

Jones Adrian M
Form 4
October 12, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Jones Adrian M

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O GOLDMAN, SACHS & CO., 200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10-04:00/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10282

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	10/10-04:00/2012		S	1,172,213 (2) (3) D \$ 50.715 (5)	15,477,854	I	See footnotes (1) (2) (3) (4) (5) (7) (8) (9) (10)
Common Stock	10/11-04:00/2012		J ⁽⁴⁾	1,068,254 (4) D \$ 50.715 (5)	14,409,600	I	See footnotes (1) (2) (3) (4) (5) (7) (8) (9) (10)
Common Stock	10/11-04:00/2012		P	50 A \$ 50.7548	14,409,650	I	See footnotes

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(1) (2) (3)
(4) (6) (7)
(8) (9) (10)
 See
 footnotes
(1) (2) (3)
(4) (6) (7)
(8) (9) (10)

Common Stock 10/11-04:00/2012 S 50 D \$ 49.56 14,409,600 I

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

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 (9-02)

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

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. Transaction 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)	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 48.62					<u>(11)</u> 06/01-04:00/2022	Common Stock	4,180
Director Stock Option (right to buy)	\$ 33.16					<u>(12)</u> 05/25-04:00/2021	Common Stock	3,194
Director Stock Option (right to buy)	\$ 22.55					<u>(13)</u> 11/18-05:00/2019	Common Stock	5,549

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Adrian M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Yvette Kopic, 10/12-04:00/2012
Attorney-in-fact

**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) 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.

In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") by certain selling shareholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated September 27, 2012, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from certain of the selling shareholders, including Buck Holdings, L.P. Buck Holdings, L.P. is 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 certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"). Goldman Sachs is one of several underwriters under the Underwriting Agreement (continued in footnote 3).
 - (2) The Over-Allotment Option closed on October 10, 2012. Buck Holdings, L.P. sold an additional 5,400,000 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

In connection with the Common Stock repurchase program authorized by the Company on August 29, 2012, the Company entered into a share repurchase agreement with Buck Holdings, L.P. on September 25, 2012 (the "Share Repurchase Agreement"). Pursuant to the Share Repurchase Agreement, the Company repurchased 4,929,508 shares of Common Stock from Buck Holdings, L.P. (the "Stock Repurchase") on October 11, 2012.
 - (3) This amount represents the \$51.7500 Secondary Offering price per share of Common Stock, less the underwriting discount of \$1.035000 per share of Common Stock.
 - (4) The shares of Common Stock reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.
 - (5) GS Group may be deemed to beneficially own 1,065 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 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.
 - (6) 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.
 - (7) 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

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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.

- (10) As of October 11, 2012, as a result of the exercise of the Over-Allotment Option and the Stock Repurchase, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 14,370,647 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 14,370,647 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. Additionally, as of October 11, 2012, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 35,325 shares of Common Stock, and Goldman Sachs holds open short positions of 66,907 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.

- (11) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 4,180 shares of Common Stock on June 1, 2012. The options vest in four annual installments of 25% beginning June 1, 2013. GS Group may be deemed to beneficially own the options to purchase 4,180 shares of Common Stock that were granted to Mr. Jones on June 1, 2012 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (12) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 3,194 shares of Common Stock on May 25, 2011. The options vest in four annual installments of 25% beginning on May 25, 2012. GS Group may be deemed to beneficially own the options to purchase 3,194 shares of Common Stock that were granted to Mr. Jones on May 25, 2011 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (13) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 5,549 shares of Common Stock on November 18, 2009. The options vest in four annual installments of 25% beginning November 18, 2010. GS Group may be deemed to beneficially own the options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones on November 18, 2009 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

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.