

DOLLAR GENERAL CORP  
Form 4  
July 10, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
KNUCKLES BARBARA

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)  
100 MISSION RIDGE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/06/2007

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

GOODLETTSVILLE, TN 37072  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 07/06/2007                           |  | D                              | 1,760.252   | D \$ 22 0   | D  |  |
| Common Stock                    | 07/06/2007                           |  | D                              | 100   | D \$ 22 0   | I  | By Son                                     |

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

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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)**

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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. 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 Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Phantom Stock                              | \$ 22  | 07/06/2007                           |  | D                              | 5,134.584   | 07/06/2007 <sup>(1)</sup>                                | <sup>(1)</sup>  | Common Stock | 5      |
| Restricted Stock Units                     | \$ 22  | 07/06/2007                           |  | D                              | 18,715.62   | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock | 1      |
| Stock Option (right to buy)                | \$ 14.65   | 07/06/2007                           |  | D                              | 4,096   | <sup>(6)</sup>   | 02/21/2010  | Common Stock |        |
| Stock Option (right to buy)                | \$ 15.37   | 07/06/2007                           |  | D                              | 3,904   | <sup>(6)</sup>   | 03/18/2012  | Common Stock |        |
| Stock Option (right to buy)                | \$ 17.6403   | 07/06/2007                           |  | D                              | 3,401   | <sup>(6)</sup>   | 02/22/2009  | Common Stock |        |
| Stock Option (right to buy)                | \$ 18.2272   | 07/06/2007                           |  | D                              | 3,291   | <sup>(6)</sup>   | 02/23/2008  | Common Stock |        |
| Stock Option (right to buy)                | \$ 19.55   | 07/06/2007                           |  | D                              | 3,150   | <sup>(6)</sup>   | 02/26/2011  | Common Stock |        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KNUCKLES BARBARA<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |               | X         |         |       |

## Signatures

/s/ Susan S. Lanigan, by Power of  
Attorney

07/10/2007

\_\_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 shares of phantom stock were payable after the reporting person's termination of service as a non-employee director.
- (2) The shares of phantom stock were cashed out in the merger for \$22 per share on a 1-for-1 basis.
- (3) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (4) Includes 4,600 Restricted Stock Units that were scheduled to vest on June 5, 2008.
- (5) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.
- (6) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (7) This option, granted February 21, 2000 and vested February 21, 2001, was cancelled in the merger in exchange for a cash payment of \$30,105.60, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (8) The price of the option is the difference between the \$22 per share merger consideration and the exercise price.
- (9) This option, granted March 18, 2002 and vested March 18, 2003, was cancelled in the merger in exchange for a cash payment of \$25,883.52, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (10) This option, granted February 22, 1999 and vested February 22, 2000, was cancelled in the merger in exchange for a cash payment of \$14,827.34, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (11) This option, granted February 23, 1998 and vested February 23, 1999, was cancelled in the merger in exchange for a cash payment of \$12,416.28, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (12) This option, granted February 26, 2001 and vested February 26, 2002, was cancelled in the merger in exchange for a cash payment of \$7,717.50, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

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.