

Flanigan John W
Form 3
November 12, 2009

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Flanigan John W			(Month/Day/Year)	DOLLAR GENERAL CORP [DG]
(Last)	(First)	(Middle)	11/12/2009	4. Relationship of Reporting Person(s) to Issuer
100 MISSION RIDGE				5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
			____ Director ____ 10% Owner	__X__ Form filed by One Reporting Person
GOODLETTSVILLE,Â TNÂ 37072			__X__ Officer ____ Other (specify below)	____ Form filed by More than One Reporting Person
(City)	(State)	(Zip)	SVP, Global Supply Chain	

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	22,857	D	Â

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

SEC 1473 (7-02)

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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			

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							(I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (1)	08/28/2018	Common Stock	91,428	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	Â (2)	05/28/2019	Common Stock	22,857	\$ 12.1975	D	Â
Employee Stock Option (Right to Buy)	03/19/2009	08/28/2018	Common Stock	12,190 (3)	\$ 7.9975	D	Â
Employee Stock Option (Right to Buy)	05/28/2009	05/28/2019	Common Stock	3,048 (4)	\$ 12.1975	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â SVP, Global Supply Chain	Â

Signatures

/s/ Susan S. Lanigan,
Attorney-in-Fact
Date 11/12/2009

__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).

- (1) The option becomes exercisable 20% per year beginning on May 27, 2009.
- (2) The option becomes exercisable 20% per year beginning on May 27, 2009.

On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock. The option vests in installments of 13.3329%, 20%, 20%, 20%, 20% and 86.6671% based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending January 30, 2009, January 29, 2010, January 28, 2011, February 3, 2012, February 1, 2013, and January 31, 2014. The performance criteria for the fiscal year ended January 30, 2009 was met, resulting in the vesting of the option as to 12,190 shares.

- (4) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock, with 3,048 shares underlying the option vested on such date. The remaining portion of the option vests in installments of 4,572, 4,571, 4,571, 4,571 and 1,524 shares based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending January 29, 2010, January 28, 2011, February 3, 2012, February 1, 2013, and January 31, 2014.

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Remarks:

ExhibitÂ List

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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