

DOLLAR GENERAL CORP
Form 3
July 08, 2015

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
A Garratt John W			(Month/Day/Year)	DOLLAR GENERAL CORP [DG]
(Last)	(First)	(Middle)	07/01/2015	4. Relationship of Reporting Person(s) to Issuer
100 MISSION RIDGE				5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
GOODLETTSVILLE, TN 37072				
(City)	(State)	(Zip)		

(Check all applicable)

____ Director ____ 10% Owner

X Officer ____ Other
(give title below) (specify below)
Interim CFO

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	1,207 ⁽¹⁾	D	A

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

SEC 1473 (7-02)

Persons who respond to the collection of 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)	12/03/2024	Common Stock	5,031	\$ 66.69	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/17/2025	Common Stock	10,002	\$ 74.72	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garratt John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Â	Â	Â Interim CFO	Â

Signatures

/s/ John Garratt 07/08/2015

**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) Restricted stock units representing the right to receive shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on April 1, 2016.
- (2) The option vests in four annual installments of 25% beginning on December 3, 2015.
- (3) The option vests in four annual installments of 25% beginning on April 1, 2016.

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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.

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.