#### **DOLLAR GENERAL CORP**

Form 4 July 10, 2007

# FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

10% Owner Other (specify

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

burden hours per

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

**SECURITIES** 

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOWLES BARBARA L** Issuer Symbol DOLLAR GENERAL CORP [DG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director Officer (give title 100 MISSION RIDGE 07/06/2007 below) (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GOODLETTSVILLE, TN 37072

(State)

(Zip)

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. SecurionAcquired Disposed	l (A) o		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3,	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	07/06/2007		D	1,000	D	\$ 22	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Restricted Stock Units	\$ 22	07/06/2007		D	18,715.62	<u>(1)</u>	<u>(1)</u>	Common Stock	18,71 (2
Stock Option (right to buy)	\$ 10.48	07/06/2007		D	5,726	<u>(4)</u>	03/13/2013	Common Stock	5,7
Stock Option (right to buy)	\$ 15.37	07/06/2007		D	3,904	<u>(4)</u>	03/18/2012	Common Stock	3,9
Stock Option (right to buy)	\$ 19.55	07/06/2007		D	3,150	<u>(4)</u>	02/26/2011	Common Stock	3,1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
BOWLES BARBARA L 100 MISSION RIDGE 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) Immediately before the effective time of merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (2) Includes 4,600 Restricted Stock Units that were scheduled to vest on June 5, 2008.
- (3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a one-for-one basis.
- (4) Immediately before the effective time of merger, all unvested options became fully vested and immediately exercisable.

(5)

Reporting Owners 2

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This option, granted March 13, 2003 and vested on March 13, 2004, was cancelled in the merger in exchange for a cash payment of \$65,963.52, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

- (6) The price of the option is the difference between the \$22 per share merger consideration and the exercise price.
- (7) This option, granted March 18, 2002 and vested on 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.
- (8) This option, granted February 26, 2001 and vested on 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.