

Jones Adrian M
 Form 4
 December 03, 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)
 11/29-05:00/2012

____ 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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/29-05:00/2012		S		617,727 (2)	D	\$ 49.9799 (3)	13,432,980	I	See footnote (1) (2) (3) (5) (6) (7) (8)
Common Stock	11/30-05:00/2012		S		1,419,425 (2)	D	\$ 50.0712 (4)	12,013,555	I	See footnote (1) (2) (4) (5) (6) (7) (8)

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

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.

SEC 1474
(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					(9) 06/01-04:00/2022	Common Stock	4,180
Director Stock Option (right to buy)	\$ 33.16					(10) 05/25-04:00/2021	Common Stock	3,194
Director Stock Option (right to buy)	\$ 22.55					(11) 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/ Kevin P. Treanor,
Attorney-in-fact

12/03-05:00/2012

__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.
- Reflects sales of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") pursuant to a Rule 10b5-1 sales plan entered into on October 8, 2012, which plan provides for sales by Buck Holdings, L.P. in an amount up to 12,169,000 shares based upon applicable volume limitations. 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").
- (2) Reflects a weighted average sale price of \$49.9799 per share, at prices ranging from \$49.6300 to \$50.2900 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- (3) Reflects a weighted average sale price of \$50.0712 per share, at prices ranging from \$49.9250 to \$50.7050 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- (4) 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.
- (5) 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.
- (6) 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 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.
- (7) As of November 30, 2012, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 11,733,550 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 11,733,550 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 November 30, 2012, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 276,377 shares of Common Stock, and Goldman Sachs holds open short positions of 255,168 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.
- (8) 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.
- (9) 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
- (10)

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understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (11) 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. Committee Charter (the Charter) of the Board of Directors of Owens & Minor, Inc. (the Corporation):

I. ORGANIZATION

There shall be constituted a standing committee of the board of directors of the Corporation (the Board) to be known as the audit committee (the Audit Committee).

II. COMPOSITION AND SELECTION

The Audit Committee shall be comprised of three or more directors. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange as then in effect.

All members of the Audit Committee shall have a requisite working familiarity with basic finance and accounting practices in compliance with the rules of the New York Stock Exchange. At least one member of the Committee shall be an audit committee financial expert, as such term is defined by the Securities and Exchange Commission. If an audit committee member simultaneously serves on the audit committee of three public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Corporation's Audit Committee and disclose such determination in the annual proxy statement.

The members of the Audit Committee shall be appointed by the Board, at the Board's annual meeting, on the recommendation of the Governance & Nominating Committee, and may be removed by the Board. The members of the Audit Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Audit Committee shall designate a Chairman by majority vote of the full Audit Committee membership.

The duties and responsibilities of Audit Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The primary function of the Audit Committee shall be to assist the Board in discharging its oversight responsibilities relating to the accounting, reporting, and financial practices of the Corporation and its subsidiaries by monitoring (1) these practices, generally; (2) the integrity of the financial statements and other financial information provided by the Corporation to any governmental body or the public; (3) the Corporation's compliance with legal and regulatory requirements; (4) the independent auditor's qualifications and independence; (5) the performance of the

Explanation of Responses:

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Corporation's independent auditors and internal audit functions; and (6) issues involving the Corporation's ethical and legal compliance responsibilities.

The Audit Committee shall prepare the report of the Committee required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.

IV. COMMITTEE OBJECTIVES

The Audit Committee's primary objectives include providing an independent, direct and open avenue of communication among the Corporation's independent accountants, management, internal auditing department, and the Board; serving as an independent and objective party to review the Corporation's financial reporting

Table of Contents

processes and internal control systems; overseeing with management the reliability and integrity of the Corporation's accounting policies and financial reporting and disclosure practices; reviewing and considering the work of the Corporation's independent accountants and internal auditing department; reviewing the adequacy of the internal audit department's staffing and the qualifications of its personnel; and reviewing whether available technology is being used to maximize the efficiency and effectiveness of the internal audit function.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Audit Committee shall have the sole authority to appoint, retain, compensate, evaluate and terminate the independent auditor (subject, if applicable, to shareholder ratification) and shall approve all audit and permissible non-audit engagements, including fees and terms, with the independent auditor. The independent auditor shall be accountable to the Board through the Audit Committee. The Audit Committee shall consult with management but shall not delegate these responsibilities.

The Audit Committee may form subcommittees and delegate authority to subcommittees when appropriate.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting, financial or other consultants to advise the Committee. The Audit Committee shall have the authority to retain and compensate such advisors without seeking further approval and shall receive appropriate funding, as determined by the Audit Committee, from the Corporation to compensate such advisors. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist the Committee in the conduct of any investigation.

The Audit Committee shall make regular reports to the Board, and shall review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditors, or the performance of the internal audit function. The Audit Committee shall review and reassess the adequacy of this Charter, at least annually, and shall recommend any proposed changes to the Board for approval. The Audit Committee shall annually review its own performance.

The Audit Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor accounting policies and financial reporting issues and judgments that may be viewed as critical; review and discuss analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; consider and approve, when appropriate, any significant changes in the corporation's accounting and auditing policies; review and discuss any accounting and financial reporting proposals that may have a significant impact on the corporation's financial reports; review and discuss major issues as to the adequacy of the corporation's internal controls and any special audit steps adopted in light of material control deficiencies;

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2. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures under management's discussion and analysis of financial condition and results of operations, and recommend to the board whether the audited financial statements should be included in the corporation's annual report on Form 10-K;
3. Review and discuss with management and the independent auditor the corporation's quarterly financial statements and press releases, including the results of the independent auditor's reviews of the quarterly financial statements, prior to the filing of its Form 10-K;

B-2

Table of Contents

4. Review and discuss with management and the independent auditor: a) any material financial or non-financial arrangements of the corporation which do not appear on the financial statements of the corporation; and b) any transactions or courses of dealing with parties related to the corporation which transactions are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties and which are relevant to an understanding of the corporation's financial statements;
5. Review and discuss with management its policies and practices regarding earnings press releases, as well as financial information and earnings guidance given to analysts and ratings agencies, giving attention to any use of pro forma or adjusted non-GAAP information;
6. Discuss with management the corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the corporation's risk assessment and risk management policies;
7. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the corporation's financial statements;
8. Review and update on an annual basis the corporation's standards of conduct including its system of enforcement.

Oversight of the Company's Relationship with the Independent Auditor

9. Obtain and review a formal written report by the independent auditor, at least annually, which report shall include descriptions of: a) the independent auditor's internal quality-control procedures; b) any material issues raised by the most recent internal quality control review, or peer review, or by any inquiry or investigation by governmental or professional authorities in the preceding five years respecting one or more independent audits carried out by the firm; c) any steps taken to deal with such issues; d) all relationships between the independent auditor and the corporation; and e) any other relationships that may adversely affect the independence of the auditor. The audit committee should assess the independence of the independent auditor, including that of the independent auditor's lead partner, based on a review of the written report and recommend to the board that it take appropriate action in response to the report to satisfy the independence requirements.
10. Evaluate the qualifications, experience, performance and independence of the senior members of the independent auditor team, including that of the independent auditor's lead and concurring partners, taking into consideration the opinions of management and the internal auditors; present its conclusions with respect to such evaluations to the full board;
11. Set hiring policies for employees or former employees of the independent auditors.
12. Discuss with the independent auditor its ultimate accountability to the board through the audit committee;
13. Establish policies and procedures for the engagement of the independent auditor to provide permissible non-audit services; consider whether the independent auditor's performance of permissible non-audit services is compatible with the auditor's independence;
14. Assure the regular rotation of the lead and concurring audit partners as required by law, and consider whether there should be regular rotation of the independent auditing firm itself, in order to assure continuing independence of the independent auditor;

Table of Contents

Process Improvement

15. Establish regular and separate systems of reporting to the audit committee by the corporation's management, the independent auditor and the internal auditors regarding any significant judgments made in management's preparation of the financial statements, and the view of each as to the appropriateness of such judgments;
16. Review and discuss with the independent auditor the audit planning and procedures, including the scope, fees, staffing and timing of the audit; review and discuss the results of the audit exam and management letters, and any reports of the independent auditor with respect to any interim period;
17. Review with the corporation's internal auditors and the independent auditor the coordination of their audit efforts to assure completeness of coverage, reduction of redundant efforts and effective use of audit resources;
18. Review separately with the corporation's management, the independent auditor and the internal auditing department, following completion of the corporation's annual audit, any significant difficulties encountered during the course of the audit, including: a) difficulties with management's response; b) any restrictions on the scope of work or access to required information; and (c) the nature and extent of any significant changes in accounting principles or the application therein;
19. Review any significant disagreement among the corporation's management and its independent auditor or the internal auditing department in connection with the preparation of the corporation's financial statements;
20. Review with the independent auditor any audit problems or difficulties and management's response, including any accounting adjustments that were noted or proposed by the auditor but were passed (as immaterial or otherwise); review any management or internal control letters issued, or proposed to be issued, by the audit firm to the corporation and any discussions with the independent auditor's national office respecting auditing or accounting issues presented by the engagement;
21. Review with the corporation's independent auditor, the internal auditing department and management the extent to which changes or improvements in financial or accounting practices and standards, as approved by the audit committee, have been implemented, with such review to be conducted at an appropriate amount of time subsequent to implementation of any changes or improvements thereto, as decided by the audit committee in its discretion;

Oversight of the Corporation's Internal Audit Function

22. Review the appointment, replacement, reassignment or dismissal of the members of the corporation's internal auditing department, including the appointment and replacement of the senior internal auditing executive;
23. Review the regular internal reports to management prepared by the internal auditing department and management's responses;
24. Discuss with the independent auditor the internal audit department's responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit;

Oversight of Legal and Ethical Compliance Issues

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25. Obtain from the independent auditor assurance that section 10A of the Securities Exchange Act of 1934 has not been implicated;

B-4

Table of Contents

26. Obtain reports from management, the corporation's senior internal auditing executive and the independent auditor that the corporation and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the corporation's standards of conduct; review reports and disclosures of insider and affiliated party transactions; advise the board with respect to the corporation's policies and procedures regarding compliance with applicable laws and regulations and with the corporation's standards of conduct;
27. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the corporation's financial statements or accounting policies;
28. Review any material pending legal proceedings involving the corporation and other contingent liabilities; discuss with the corporation's general counsel legal matters that may have a material impact on the financial statements or the corporation's compliance policies;
29. Establish procedures for (a) the receipt, retention, and investigation of complaints received by the corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters;
30. Assume oversight responsibility for the evaluation and investigation of any complaints received by the Corporation regarding accounting, internal accounting, controls or audit matters, which responsibility includes the authority to retain outside counsel and/or outside experts or consultants as may be appropriate to the evaluation or investigation.
31. Review legal compliance matters, including corporate securities trading policies with the corporation's counsel;
32. Review the procedures established by the corporation that monitor the corporation's compliance with its loan and indenture covenants and restrictions; and
33. Perform any other activities consistent with this charter, the corporation's by-laws and governing law, as the audit committee or the board deems necessary or appropriate.

VII. MEETINGS

The Audit Committee shall meet separately, as often as may be deemed necessary or appropriate in its judgment, but at least quarterly, with the Corporation's management, internal auditors and independent auditors. Following each meeting, the Audit Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

In addition, the Chairman of the Audit Committee shall meet in person or by telephone with the Corporation's independent accountants and the Corporation's chief financial officer quarterly to review the Corporation's financial statements.

VIII. LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, to certify the Corporation's financial statements or to guarantee the auditor's report. These are the responsibilities of management

and the independent auditor.

B-5

Table of Contents

IX. CONSISTENCY WITH ARTICLES

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

X. AMENDMENT

This Charter may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by the Bylaws.

XI. CERTIFICATION

This Audit Committee Charter as amended, was duly approved and adopted by the Board of the Corporation on the 20th day of October, 2003.

/s/ GRACE R. DEN HARTOG

Corporate Secretary

Table of Contents

**Audit Committee Pre-Approval Policies and Procedures
for Services by Independent Auditors**

Services subject to Audit Committee Approval

The Audit Committee must approve in advance all engagements to provide audit review and attest reports required under the securities laws.

Any other engagements must either be:

1. approved in advance by the Audit Committee or
2. entered into pursuant to these pre-approval policies and procedures, provided the Audit Committee is informed of each service.

The Company may not engage its independent auditors to perform any services as may, from time to time, be prohibited by the rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded or listed, the Public Company Accounting Oversight Board, or any other regulatory bodies.

The Company may engage its independent auditors to perform services that are directly related to the independent audit function. These include:

1. audits of employee benefit plans,
2. consultation on accounting matters, including reviews of significant contracts,
3. assistance with inquiries from the Securities and Exchange Commission and other regulatory bodies,
4. assistance with debt, equity and other financing transactions, including issuing comfort letters, and
5. accounting and auditing assistance in connection with merger and acquisition activity

Approval process:

The Audit Committee, at its regular meetings, will approve engagement of the independent auditors for audits of employee benefit plans.

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Each year, the Audit Committee will approve a total annual dollar budget for services for routine accounting consultation and related matters. A report on the nature of and amount of billings for such services will be presented to the Audit Committee at each quarterly meeting.

The Audit Committee will approve engagement of the independent auditors for assistance with debt, equity and other financing transactions, as well as merger and acquisition activity, and other permitted services, in advance. The Audit Committee will be provided a description of the services expected to be rendered, together with an estimate of cost. A report on the amount of billings for such services will be presented to the Audit Committee each quarter.

For services not addressed above, and not otherwise prohibited, the Audit Committee must approve engagement of the Independent Auditors in advance. Total fees for such services will be limited to no more than 10 percent of total audit fees for the year.

The pre-approval requirement is waived with respect to non-audit services provided:

1. the aggregate amount of such services constitutes no more than five percent of the total amount of revenues paid by the Company to the accountant during the fiscal year in which the services are provided;
2. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
3. such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or the chairman of the Audit Committee (to whom authority to grant such approvals is hereby expressly delegated).

Table of Contents

Directions to
Owens & Minor, Inc. Annual Meeting of Shareholders
Thursday, April 29, 2004 10:00 a.m.
at
Lewis Ginter Botanical Garden
1800 Lakeside Avenue
Richmond, Virginia

The Annual Meeting will be held in the Joan Massey Conference Center.

From I-95 North

From I-95 North, take the Lakeside Avenue exit (Exit 80). Keep to the right and turn right at the first stoplight onto Lakeside Avenue. Follow Lakeside Avenue to the Garden entrance just after you cross the intersection at Lakeside Avenue and Hilliard Road.

From I-95 South

From I-95 South, take the Parham Road West exit (Exit 83B). On Parham Road, quickly get into the far left lane. At the second stoplight, take a left onto Brook Road (also known as Route 1 South). At the third stoplight, take a right onto Lakeside Avenue. The Garden entrance will be on your right as you go down Lakeside Avenue.

From I-64 East

From I-64 East, get onto I-95 North to Washington, D.C. and follow directions above from I-95 North.

From I-64 West

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From I-64 West, get onto I-95 North to Richmond and follow directions above from I-95 North.

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corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person. Shareholders who are present at the meeting may withdraw their proxy and vote in person if they so desire.

Date	Share Owner sign here	Co-Owner sign here
_____	_____	_____
_____	_____	_____

Table of Contents

OWENS & MINOR, INC.

PROXY

Solicited by the Board of Directors for the Annual Meeting of Shareholders

The undersigned hereby appoints John T. Crotty, Richard E. Fogg, James E. Rogers and James E. Ukrop (and if the undersigned is a proxy, the substitute proxy) and each of them with power of substitution, the proxies of the undersigned to vote all shares held of record on March 3, 2004 by the undersigned as directed on the reverse side and in their discretion on all other matters which may properly come before the Annual Meeting of Shareholders of Owens & Minor, Inc., to be held on April 29, 2004 at 10:00 A.M. at Lewis Ginter Botanical Garden, 1800 Lakeside Avenue, Richmond, Virginia, and any adjournments or postponements thereof.

The undersigned directs said proxies to vote as specified upon the items shown herein which are referred to in the Notice of Annual Meeting and as set forth in the Proxy Statement.

This Proxy, when properly executed, will be voted in the manner directed by the undersigned shareholder(s). If no direction is made, this Proxy will be voted FOR Proposals 1 and 2.

(Continued and to be dated and signed on the reverse side.)

To include any comments, please mark this box. ..

OWENS & MINOR, INC.

P.O. BOX 11421

NEW YORK, N.Y. 10203-0421