Edgar Filing: DOLLAR GENERAL CORP - Form 4

DOLLAR GENERAL CORF Form 4 January 10, 2007)						
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 chilent put chilent in an	MENT OF rsuant to S (a) of the P	Washington CHANGES IN SECU ection 16(a) of the Public Utility Ho	AND EXCHANGE a, D.C. 20549 BENEFICIAL OV RITIES he Securities Exchar lding Company Act t Company Act of 19	WNERSHIP OF nge Act of 1934, of 1935 or Sectior	OMB Number: Expires: Estimated a burden hou response	rs per	
1. Name and Address of Reporting PURCELL J NEAL		Symbol	d Ticker or Trading ERAL CORP [DG]	5. Relationship of Issuer			
(Last) (First) (100 MISSION RIDGE	Middle)	3. Date of Earliest 7 (Month/Day/Year) 01/09/2007		X Director	Officer (give title Other (specify		
(Street) GOODLETTSVILLE, TN 3		4. If Amendment, E Filed(Month/Day/Yea	-	6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Pe	erson	
(City) (State)	(Zip)	Table I - Non-	Derivative Securities A	Person cquired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	d 3. Date, if Transactio Code y/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of 6. Securities F Beneficially (I Owned (I	. Ownership orm: Direct D) or Indirect	7. Nature of Indirect	
Reminder: Report on a separate line	e for each cla	ss of securities bene	Persons who res information conta required to respo	or indirectly. pond to the collect ained in this form a ond unless the forn atly valid OMB cont	are not n	EC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

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	Derivative Security				(D)	Disposed of (D) (Instr. 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	01/09/2007	А		75.53		(2)	(2)	Common Stock	75.53	\$ 16

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PURCELL J NEAL 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Х						
Signatures							
/s/ Susan S. Lanigan, By Power of	2	01/10	/2007				

Attorney

**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 are convertible into shares of common stock on a one-for-one basis.
- (2) The shares of phantom stock become payable in common stock (and cash in lieu of fractional shares) after the reporting person's termination of service as a non-employee director.

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.