

TAYLOR RHONDA

Form 4

March 27, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR RHONDA

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & General Counsel

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 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)
Common Stock	03/26/2019		M	4,729 A	\$ 45.25 33,513	D	
Common Stock	03/26/2019		M	2,999 A	\$ 48.11 36,512	D	
Common Stock	03/26/2019		M	6,908 A	\$ 54.48 43,420	D	
Common Stock	03/26/2019		S	14,636 D	\$ 119.6098 28,784	D	
Common Stock	03/26/2019		S	2,000 D	\$ 119.8238 26,784	D	

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 45.25	03/26/2019		M	4,729	<u>(2)</u> 03/20/2022	Common Stock	4,729
Employee Stock Option (Right to Buy)	\$ 48.11	03/26/2019		M	2,999	<u>(3)</u> 03/18/2023	Common Stock	2,999
Employee Stock Option (Right to Buy)	\$ 54.48	03/26/2019		M	6,908	<u>(4)</u> 05/28/2023	Common Stock	6,908

Reporting Owners

Reporting Owner Name / Address	Relationships
TAYLOR RHONDA 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Director 10% Owner Officer EVP & General Counsel

Signatures

/s/ Rhonda M.
Taylor

03/27/2019

 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 reported price is a weighted average. These shares were sold in multiple transactions at prices ranging from \$119.60 to \$119.661, inclusive. The reporting person undertakes to provide Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) The option exercised vested as to 1,183 shares on March 20, 2013 and as to 1,182 shares on each of March 20, 2014, March 20, 2015 & March 20, 2016.
- (3) The option exercised vested as to 752 shares on March 18, 2014 and as to 749 shares on each of March 18, 2015, March 18, 2016 & March 18, 2017.
- (4) The option vested as to 1,727 shares on each of May 28, 2014, May 28, 2015, May 28, 2016 & May 28, 2017.

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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