

DOLLAR GENERAL CORP
Form 4
September 03, 2015

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 *
CALBERT MICHAEL M

(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)
06/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount (1) or (D) Price		
Common Stock	04/22/2015		A	V	10.8477 (1)	A	\$ 0 17,164.8477 D
Common Stock	06/01/2015		S		0.0299 (2)	D	\$ 72.81 17,164.8178 D
Common Stock	07/01/2015		A	V	14.1511 (1)	A	\$ 0 17,178.9689 D
Common Stock	09/01/2015		P		30,000 (3)	A	\$ 72.745 47,178.9689 D
Common Stock	09/02/2015		P ⁽⁴⁾		8,000 (4)	A	\$ 71.445 55,178.9689 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CALBERT MICHAEL M 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X

Signatures

/s/ Christine L. Connolly,
Attorney-in-Fact

09/03/2015

__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) Additional restricted stock units, which were acquired through dividend equivalent rights, representing the right to receive shares of common stock upon vesting.

(2) Represents the cashout of a fractional share resulting from the vesting of certain restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$72.25 to \$73.00, 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 purchased at each separate price within the ranges set forth in this footnote to this Form 4.

(4)

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The reporting person's purchase of common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 0.0299 shares, with the reporting person's sale of 0.0299 shares of common stock on June 1, 2015. The reporting person has agreed to pay to Dollar General Corporation, upon settlement of the purchase, \$0.04, representing the full amount of the profit realized in connection with the short-swing transaction.

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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