

DREILING RICHARD W
 Form 3
 November 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DREILING RICHARD W | | | (Month/Day/Year) | DOLLAR GENERAL CORP [DG] | |
| (Last) | (First) | (Middle) | 11/12/2009 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 MISSION RIDGE | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GOODLETTSVILLE,Â TNÂ 37072 | | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Chairman & CEO | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 508,572 | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | | (I) | |
|---|------------|------------|-----------------|----------------|-----------|---|------------|--|
| | | | | | | | (Instr. 5) | |
| Employee Stock Option (Right to Buy) | Â (1) | 07/06/2017 | Common Stock | 714,285 | \$ 7.9975 | D | Â | |
| Employee Stock Option (Right to Buy) | 03/20/2008 | 07/06/2017 | Common Stock | 142,857 (2) | \$ 7.9975 | D | Â | |
| Employee Stock Option (Right to Buy) | 03/19/2009 | 07/06/2017 | Common Stock | 142,857 (3) | \$ 7.9975 | D | Â | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREILING RICHARD W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072 | Â X | Â | Â Chairman & CEO | Â |

Signatures

/s/ Susan S. Lanigan,
Attorney-in-Fact

11/12/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option becomes exercisable 20% per year beginning on July 6, 2008.

On January 21, 2008, the reporting person was granted an option to purchase 714,285 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending

(2) February 1, 2008, January 30, 2009, January 29, 2010, January 28, 2011 and February 3, 2012. The performance criteria for each of the fiscal years ended February 1, 2008 and January 30, 2009 were met, in each case resulting in the vesting of the option as to 142,857 shares.

(3) See footnote 2.

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Remarks:

ExhibitÂ List

ExhibitÂ 24--PowerÂ ofÂ Attorney

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.