

Ravener Robert D
Form 4
March 26, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ravener Robert D

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)
100 MISSION RIDGE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief People Officer

GOODLETTSVILLE, TN 37072
(City) (State) (Zip)

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

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	03/22/2019		M		27,812	A	\$ 57.91
Common Stock	03/22/2019		M		24,633	A	\$ 74.72
Common Stock	03/22/2019		M		16,446	A	\$ 84.67
Common Stock	03/22/2019		M		10,096	A	\$ 70.68
Common Stock	03/22/2019		S		78,987	D	\$ 117.7791
							(1)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 57.91	03/22/2019		M	27,812	<u>(2)</u> 03/18/2024	Common Stock 27,812
Employee Stock Option (Right to Buy)	\$ 74.72	03/22/2019		M	24,633	<u>(3)</u> 03/17/2025	Common Stock 24,633
Employee Stock Option (Right to Buy)	\$ 84.67	03/22/2019		M	16,446	<u>(5)</u> 03/16/2026	Common Stock 16,446
Employee Stock Option (Right to Buy)	\$ 70.68	03/22/2019		M	10,096	04/01/2018 03/22/2027	Common Stock 10,096

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ravener Robert D 100 MISSION RIDGE			EVP & Chief	

GOODLETTSVILLE, TN 37072

People
Officer

Signatures

/s/ Robert
Ravener

03/26/2019

**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).

The reported price is a weighted average. These shares were sold in multiple transactions at prices ranging from \$117.75 to \$118.02, 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.
- (1) The option exercised vested as to 6,953 shares on each of March 18, 2015, March 18, 2016, March 18, 2017 & March 18, 2018.
- (2) The option exercised vested as to 8,213 shares on April 1, 2016 and as to 8,210 shares on each of April 1, 2017 and April 1, 2018.
- (3) The number of securities reported in the second row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on April 1, 2019.
- (4) The option exercised vested as to 8,224 shares on April 1, 2017 and as to 8,222 shares on April 1, 2018.
- (5) The number of securities reported in the third row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on each of April 1, 2019 and April 1, 2020.
- (6) The number of securities reported in the fourth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on April 1, 2019, April 1, 2020 & April 1, 2021.
- (7)

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.