

TAYLOR RHONDA

Form 4

April 03, 2018

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)
04/01/2018

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	04/01/2018		F	(A) or (D) 3,092 (1) D	\$ 93.55	21,600	D
Common Stock	04/02/2018		M	A 2,726	\$ 25.25	24,326	D
Common Stock	04/02/2018		F	D 1,519.5	\$ 93.43	22,806.5	D
Common Stock	04/02/2018		D	D 0.5	\$ 93.43	22,806	D

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)	\$ 25.25	04/02/2018		M	2,726	<u>(2)</u> 03/24/2020	Common Stock	2,726

Reporting Owners

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

Signatures

/s/ Rhonda M. Taylor 04/03/2018

__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).

- Shares of common stock surrendered to the Issuer in payment of taxes in connection with the vesting and payment of a portion of restricted stock units granted on March 17, 2015 (520 shares), as well as the vesting and payment of a portion of performance share units granted on March 17, 2015 (337 shares), March 16, 2016 (544 shares), and March 22, 2017 (428 shares) from the vesting of PSUs earned as a result of the Issuer's fiscal year 2017 adjusted EBITDA performance and 1,263 shares from the vesting of PSUs earned as a result of the Issuer's fiscal year 2017 adjusted ROIC performance).

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- (2) The option exercised vested as to 156 shares on March 24, 2012, as to 1,285 shares on March 24, 2013, and as to 1,285 shares on March 24, 2014.

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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