#### **DOLLAR GENERAL CORP**

Form 4 June 01, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per response... 0.5

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

**SECURITIES** 

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* BERE DAVID L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

DOLLAR GENERAL CORP [DG]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original

X\_ Director 10% Owner Officer (give title Other (specify

05/31/2006

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

Issuer

100 MISSION RIDGE

(City) (State) (Zip)

GOODLETTSVILLE, TN 37072

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

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

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.

**SEC 1474** (9-02)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

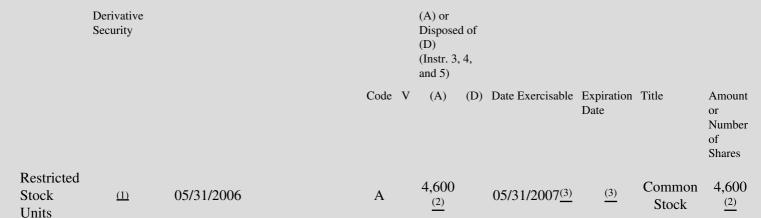
5. Number 4. Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

1

### Edgar Filing: DOLLAR GENERAL CORP - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERE DAVID L 100 MISSION RIDGE X GOODLETTSVILLE, TN 37072

# **Signatures**

/s/ Susan S. Lanigan, by Power of Attorney 06/01/2006

\*\*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 restricted stock units convert to shares of common stock on a one-for-one basis.
- (2) Represents the number of restricted stock units granted to the reporting person on May 31, 2006 pursuant to the terms of the Dollar General Corporation 1998 Stock Incentive Plan.
- (3) Although the restricted stock units generally vest on May 31, 2007, no payout can be made (in either shares of common stock or in cash) until the reporting person ceases service as a director of the Issuer.
- The restricted stock units vest on various dates ranging from March 12, 2005 to May 31, 2007. The total amount includes restricted stock units that were acquired since the reporting person's last report reflecting ownership of restricted stock units. Those units were acquired pursuant to automatic dividend reinvestments that were exempt from reporting pursuant to Rule 16a-11.

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.

Reporting Owners 2