

GS Capital Partners VI Parallel LP
 Form 4
 June 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
GOLDMAN SACHS GROUP INC

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)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/11/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10282
 (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
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/11/2012 | | S | | 7,379,508 (3) (4) | D | \$ 45.2307 (3) |
| | | | | | 24,328,262 | I | |

See Footnotes
 (1) (2) (3) (4)
 (5) (6) (7) (8)
 (9) (10) (14)

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

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SEC 1474
 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Director Stock Option (right to buy) | \$ 48.62 | | | | | (11) 06/01/2022 | Common Stock 4,180 | |
| Director Stock Option (right to buy) | \$ 33.16 | | | | | (12) 05/25/2021 | Common Stock 3,194 | |
| Director Stock Option (right to buy) | \$ 22.55 | | | | | (13) 11/18/2019 | Common Stock 5,549 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | | X | | |

| | |
|---|---|
| GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282 | X |
| GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282 | X |
| GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282 | X |
| GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | X |
| GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | X |
| GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | X |
| GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282 | X |

Signatures

| | |
|---------------------------------------|------------|
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact | 06/13/2012 |

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GS Group also may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on November 18, 2009. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

As of June 11, 2012, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 24,323,720 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 24,323,720 shares of

- (8) Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. Additionally, as of June 11, 2012, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 914 shares of Common Stock, and Goldman Sachs also holds open short positions of 94 shares of Common Stock, each due to exempt transactions.

As of June 11, 2012, as a result of the Secondary Offering, the exercise of the Over-Allotment Option and the Stock Repurchase, GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 8,988,652 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Offshore, and its general partner GSCP

- (9) Offshore Advisors, may be deemed to beneficially own indirectly 7,476,444 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 2,471,726 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continued in footnote 10)

GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 319,457 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC, and its general partner, GS DGC

- (10) Advisors, may be deemed to beneficially own indirectly 1,356,612 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC Offshore, and its general partner, GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 2,697,340 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; and GSUIG may be deemed to beneficially own indirectly 1,013,489 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.

Pursuant to the Plan, Adrian M. Jones was granted options to purchase 4,180 shares of Common Stock on June 1, 2012. The options vest in four annual installments of 25% beginning June 1, 2013. GS Group may be deemed to beneficially own the options to purchase 4,180 shares of Common Stock that were granted to Mr. Jones on June 1, 2012 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (11) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 3,194 shares of Common Stock on May 25, 2011. The options vest in four annual installments of 25% beginning on May 25, 2012. GS Group may be deemed to beneficially own the options to purchase 3,194 shares of Common Stock that were granted to Mr. Jones on May 25, 2011 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

Pursuant to the Plan, Adrian M. Jones was granted options to purchase 5,549 shares of Common Stock on November 18, 2009. The options vest in four annual installments of 25% beginning November 18, 2010. GS Group may be deemed to beneficially own the options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones on November 18, 2009 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (12) Pursuant to the Plan, Adrian M. Jones was granted options to purchase 5,549 shares of Common Stock on November 18, 2009. The options vest in four annual installments of 25% beginning November 18, 2010. GS Group may be deemed to beneficially own the options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones on November 18, 2009 pursuant to the Plan. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (13) The Reporting Persons are no longer beneficial owners of more than 10% of the Common Stock of the Company, and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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.