

DOLLAR GENERAL CORP
Form 5
March 14, 2003

Form 5

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

OMB APPROVAL

OMB Number:
3235-0362

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

Expires: January
31, 2005

Estimated average
burden
hours per response.

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1.0

Form 3 Holdings
Reported

Form 4
Transactions
Reported

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
O Briant		Dollar General Corporation (DG)	<input type="checkbox"/> Director <input type="checkbox"/>
Stonie			<input type="checkbox"/> 10% Owner
R.			<input checked="" type="checkbox"/> Officer (give <input type="checkbox"/>
			Other (specify
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)
			4. Statement for Month/Year
			January 31, 2003
100 Mission Ridge			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (title below) below)
			Executive Vice President, Operations
(Street)			7. Individual or Joint/Group Filing (Check Applicable Line)
			<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Form filed by More than One Reporting Person

100 Mission Ridge

Executive Vice President,
Operations

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Goodlettsville

TN

37072

(City) (State) (Zip) **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 Number.

(Over)
SEC 2270 (9-02)

FORM 5 (continued)

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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	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 (mm/dd/yy)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	62,800	(1)	08/12/12	Common Stock	62,800
Employee Stock Option (Right to Buy)	\$15.37	03/18/02	A	44,664	09/19/02	03/18/12	Common Stock	44,664
Employee Stock Option (Right to Buy)	\$15.37	03/18/02	A	15,684	09/19/02	03/18/12	Common Stock	15,684

Explanation of Responses:

(1)

The option vests in four equal annual installments beginning on August 12, 2003.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **Stonie R. O Briant**

03/11/03

**Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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