

DOLLAR GENERAL CORP

Reported by
TURNER CAL /TN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/28/02 for the Period Ending 05/24/02

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

DOLLAR GENERAL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/28/2002 For Period Ending 5/24/2002

Address	100 MISSION RIDGE GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Turner, Cal

(Last) (First) (Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072-2170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION "DG"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

APRIL 2002

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner

Officer (give title below) Other (specify below)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER (CEO)

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)			
Common Stock	04/19/2002	G	V	2,838(1)	D		D	
Common Stock	04/29/2002	G	V	200(2)	D		D	
Common Stock	04/30/2002	G	V	2,300(3)	D	5,708,756	D	
Common Stock						11,061	I	By 401(k)
Common Stock						82	I	By Co-EXEC CTS Estate
Common Stock						1,881,513	I	By Co-TTEE ETC TR
Common Stock						1,293,620	I	By Co-TTEE HCTTR
Common Stock						1,531,180	I	By Co-TTEE JST TR
Common Stock						1,881,036	I	By Co-TTEE LJTD TR
Common Stock						31,625,784	I	By Co-TTEE Turner Children's Trust
Common Stock						150,000	I	By CT Annuity TR2001
Common Stock						272,779	I	By Dugas Irrevocab- le TR
Common Stock						10,265	I	By IRA
Common Stock						98,058	I	By LWC Foundation
Common Stock						758,836(4)	I	By Spouse

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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 Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option/Emp /Spec/2002-04-19	\$15.42	4/19/02	A V	(A) 178,725	10/20/02 4/19/12	Common Stock	178,725	178,725	D	

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Explanation of Responses:

- (1) A grant of 1,419 shares made to two separate individuals through trust accounts
- (2) A gift of 100 shares made to two individuals
- (3) A gift of 100 shares made to 11 individuals and a gift of 200 shares made to 6 individuals
- (4) In May of 2001, 31,249 shares were received by Mr. Turner's spouse as a result of the conversion of STRYPES into shares of common stock in accordance with the STRYPES acquired by Mr. Turner's spouse in October of 2000. On Mr. Turner's Form 5 for fiscal year 2001, these shares were inadvertently excluded from the total number of shares reported as owned by Mr. Turner's spouse.

/s/ Cal Turner

5/24/2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.