

DOLLAR GENERAL CORP

Reported by SHAFFER DON

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/14/03 for the Period Ending 01/31/03

Address 100 MISSION RIDGE

GOODLETTSVILLE, TN, 37072

Telephone 6158554000

CIK 0000029534

Symbol DG

SIC Code 5331 - Retail-Variety Stores

Industry Discount Stores

Sector Consumer Cyclicals

Fiscal Year 02/02

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0362

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OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Form 3 Holdings Reported 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 Form 4 Transactions Reported Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person	*		2. Issuer Name and 7	Ticker or Trading Syn	nbol	6. Relationship of Reporting Person(s) to Issuer						
Shaffer Donald	l S.	Dollar Gene	eral Corporation	on (DG)	[_] I							
(Last) (First) 100 Mission R	(Middle)		3. I.R.S. Identificatio Number of Reporting Person, if an entity (voluntary)			Acting Chief Executive Officer, President and Chief Operating Officer						
(Street) Goodlettsville TN	37072			5. If Amendment, Original (Month/Y		(Check [X] Fo	ividual or Joint/Group Filing k Applicable Line) orm filed by One Reporting Person rm filed by More than One Reporting Person					
(City) (State)	(Zip)		Table I	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy	Code (Instr. 8)	4. Securities Acquires (D) (Instr. 3, 4 and 5)	(A)	osed of	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					(D)			(Instr. 4)				

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 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)

Security or Date		Date (mm/dd/yy)	Deemed	Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and		and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Derivative Securities Repeticially	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	

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

Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	137,600	(1)	08/12/12	Common Stock	137,600	137,600	D	

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. /s/ Donald S. Shaffer

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

**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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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Susan S. Lanigan the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Dollar General Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9 th day of March, 2003.

/s/ Donald S. Shaffer
Donald S. Shaffer