

DOLLAR GENERAL CORP

Reported by KNUCKLES BARBARA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/15/04 for the Period Ending 03/12/04

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



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

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

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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 or Section 30(h) of the Investment Company Act of 1940

2. Issuer	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DOLL	AR G	ENER	AL C	COR	P [D	G]		incaulc)		00/ 0	
3. Date o	3. Date of Earliest Transaction (MM/DD/YYYY)						e title below			below)	
4. If Amo	endmen	it, Date C	Origina	l Fileo	d (MM/E	DD/YYYY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
										erson	
on-Derivativ	ve Secui	rities Ac	quired	l, Dis _l	posed (of, or Be	neficially Owne	ed			
Executi	Date 2A. Deemed Execution Date, if any 3. Trans. Co. (Instr. 8)			or Disposed of (D) Fo			ollowing Reported Transaction(s) Ownershipstr. 3 and 4) Form:			Ownership Form:	7. Nature of Indirect Beneficial Ownership
		Code	V	Amount	(A) or (D)	r Price				or Indirect (Instr. 4)	
rities Benefi	icially (Owned (<i>e.g.</i> , p	outs, c	calls, w	arrants.	, options, conve	rtible sec	eurities)		
Code Instr. 8)	le Derivative			Expiration Date Securities Derivative			s Underlying Deriva ve Security Securit		e derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	Beneficial
Code V	(A)	(D)	Date Exercisa			Title	Amount or Number of Shares				
A	4600 (2))	3/12/20	05	<u>(3)</u>	Common	n 4600 (2)	\$0	4600	D	_
n 111	DOLL 3. Date of the second sec	DOLLAR G 3. Date of Earlie 4. If Amendmen 4. If Amendmen 24. If Amendmen 25. Date de Execution Date, if any 26. Demic de Code (Instr. 8) 5. Number Derivative Securities (A) or Dis (D) (Instr. 3, 4) Code V (A)	DOLLAR GENER 3. Date of Earliest Trans. 3/1 4. If Amendment, Date Consolver Securities Accurate Execution Date, if any 2A. Deemed Execution Date, if any Code Code	DOLLAR GENERAL C 3. Date of Earliest Transaction 3/12/200 4. If Amendment, Date Origina 4. If Amendment, Date Origina 5. Date Execution Date, if any Code V 4. Trans. Code Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Code V A 1600 (2) 3/12/20	DOLLAR GENERAL COR 3. Date of Earliest Transaction (MM/D 3/12/2004 4. 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Date of Earliest Transaction (MM/DD/YYYY) 3/12/2004 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual or Joint/Group Filing (X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by One Reporting Person	DOLLAR GENERAL CORP [DG] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/12/2004 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Beneficially Owned Inst. 2 A. 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Explanation of Responses:

- (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 allocated to the reporting person's account on March 12, 2004 pursuant to the terms of the Dollar General Corporation 1998 Stock Incentive Plan (as amended and restated effective June 2, 2003, and as further modified through August 26, 2003).
- (3) Although the restricted stock units generally vest on March 12, 2005, 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.

Reporting Owners

reporting o where								
Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
KNUCKLES BARBARA								
100 MISSION RIDGE	X							
GOODLETTSVILLE, TN 37072				i				

Signatures

/s/ Susan S. Lanigan, by Power of Attorney

**Signature of Reporting Person

Date

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 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).

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

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.