

DOLLAR GENERAL CORP

Reported by **BERE DAVID L**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 03/13/03

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

DOLLAR GENERAL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 3/17/2003 For Period Ending 3/13/2003

Address 100 MISSION RIDGE

GOODLETTSVILLE, Tennessee 37072

Telephone 615-855-4000 CIK 0000029534

Industry Retail (Specialty)

Sector Services Fiscal Year 01/31



Form 4

[_]

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of | 2. Issuer N | ame and Tic | ker or | rading Symbol | o. Relationship of Reporting Person(s) to Issuer | | | | | | | |
|------------------------------------|-------------|---|--|---|--|--|---|--|--|---|--|--|
| Bere | David | L. | Dol | llar Gen | eral (| ral Corporation (DG) | | | l applicable) rector [| 1 10% Ow | ner | |
| | | Number of Person, if a | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year March 13, 2003 | | | [X] Director [_] 10% Owner [] Officer (give [_] Other (specify title below) below) | | | | |
| Goodlett | | | - 11 | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person [_] Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Table | Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Owned | | | | | | Beneficially | | |
| | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | ac Da | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if | 3. Transact Code (Instr. 8) | ion | 4. Securities Acquired (A) or Di (D) (Instr. 3, 4 and 5) | | visposed of | posed of Securities Beneficially Owned Following | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | (mm/dd/yy) | Code | V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
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| | | | -1 | | | de D | | | d 1 | | 5 | |

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

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(Over) SEC 1474 (9-02)

FORM 4 (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) | III. | | Derivative | | 6. Date Exercisable and Expiration Date (mm/dd/yy) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | Form of Derivative | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|--|------|---|------------|-----|--|--------------------|---|-------------------------------------|--------------------------------------|--|--------------------|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction (s) (Instr. 4) | (Instr. 4) | |
| Stock Option (Right to Buy) | \$10.48 | 03/13/03 | | A | | 5,726 | | 03/13/04 | 03/13/13 | Common Stock | 5,726 | | 5,726 | D | |
| | | | | | | | | | | | | | | | |

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

Explanation of Responses:

| ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See | /s/ Susan S. Lanigan | 3/17/03 |
|--|---------------------------------|---------|
| 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | | Date |
| | **Signature of Reporting Person | |

Attorney-in-Fact

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

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