

DOLLAR GENERAL CORP

Reported by
KNIGHT BILL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/10/00 for the Period Ending 09/30/00

| | |
|-------------|--|
| 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 10/10/2000 For Period Ending 9/30/2000

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 KNIGHT, BILL 100 MISSION RIDGE GOODLETTSVILLE, TN 37072
2. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION

DG

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year 09/30/2000

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director () 10% Owner (X) Officer (give title below) () Other (specify below) VICE PRESIDENT

7. Individual or Joint/Group Filing (Check Applicable Line) (X) 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 | 2. Transaction | | 3. Date | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount | 6. A/D | 7. Price | 8. Amount of Securities Beneficially Owned at End of Month | 9. Direct (D) or Indirect (I) | 10. Nature of Indirect Beneficial Ownership |
|----------------------|----------------|------|---------|---|-----------|--------|----------|--|-------------------------------|---|
| | Date | Code | | | | | | | | |
| COMMON STOCK | 09/07/2000 | M | | V | 40767 | A | 6.29 | | | |
| COMMON STOCK | 09/07/2000 | S | | | 39329 | D | 22.82 | 13168 | D | |
| COMMON STOCK | | | | | | | | 2437 | I | DAUGHTER |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership | | |
|-----------------------------------|--|---------------------|---------------------|--|---|--|---------------------------------|---|--------------------------------|---|------|------|
| | | | | | | | | | | | Date | Code |
| STOCK OPTION (OPTION TO PURCHASE) | 3.2212 | | | | 6/1/2003 | 12/1/2003 | COMMON STOCK | 20483 | | 20483 | D | |
| STOCK OPTION (OPTION TO PURCHASE) | 3.993 | | | | 9/21/2003 | 3/21/2004 | COMMON STOCK | 12283 | | 12283 | D | |
| STOCK OPTION (OPTION TO PURCHASE) | 3.9930 | | | | 9/21/2003 | 3/21/2004 | COMMON STOCK | 15356 | | 15356 | D | |
| STOCK OPTION (OPTION TO PURCHASE) | 5.505 | | | | * | 3/27/2005 | COMMON STOCK | 2352 | | 2352 | D | |
| STOCK OPTION (OPTION TO PURCHASE) | 5.505 | | | | * | 3/27/2005 | COMMON STOCK | 1231 | | 1231 | D | |

| | | | | | | | | | | | | | |
|------------------------------------|---------|----------|---|---|-------|---|-----------|--------------|--------------|-------|------|-------|---|
| STOCK OPTION (OPTION T O PURCHASE) | 10.7315 | | | | | * | 3/21/2007 | COMMON STOCK | 8353 | | 8353 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 11.223 | | | | | * | 6/2/2007 | COMMON STOCK | 6265 | | 6265 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 13.3530 | | | | | * | 8/25/2007 | COMMON STOCK | 4953 | | 4953 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 13.3530 | | | | | * | 8/25/2007 | COMMON STOCK | 2471 | | 2471 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 13.3530 | | | | | * | 8/25/2007 | COMMON STOCK | 2581 | | 2581 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 13.3530 | | | | | * | 8/25/2007 | COMMON STOCK | 2765 | | 2765 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 13.3530 | | | | | * | 8/25/2007 | COMMON STOCK | 1856 | | 1856 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 15.04 | | | | | | 4/1/2001 | 4/27/2008 | COMMON STOCK | 11472 | | 11472 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 15.04 | | | | | | 4/1/2001 | 4/27/2008 | COMMON STOCK | 5741 | | 5741 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 15.04 | | | | | | 6/1/2001 | 6/1/2008 | COMMON STOCK | 4306 | | 4306 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 21.8 | | | | | | 4/1/2002 | 4/1/2009 | COMMON STOCK | 10812 | | 10812 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 21.8 | | | | | | 4/1/2002 | 4/1/2009 | COMMON STOCK | 5406 | | 5406 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 23.9 | | | | | * | 6/7/2009 | COMMON STOCK | 4053 | | 4053 | D | |
| STOCK OPTION (OPTION T O PURCHASE) | 14.65 | | | | | | 4/1/2001 | 2/21/2010 | COMMON STOCK | 10890 | | 10890 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 14.65 | | | | | | 4/1/2001 | 2/21/2010 | COMMON STOCK | 5440 | | 5440 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 14.65 | | | | | | 4/1/2002 | 2/21/2010 | COMMON STOCK | 10796 | | 10796 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 14.65 | | | | | | 4/1/2002 | 2/21/2010 | COMMON STOCK | 5397 | | 5397 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 21.25 | | | | | | 4/1/2003 | 4/4/2000 | COMMON STOCK | 22768 | | 22768 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 21.25 | | | | | | 4/1/2003 | 4/4/2000 | COMMON STOCK | 11381 | | 11381 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 17.313 | | | | | | 6/5/2001 | 6/5/2000 | COMMON STOCK | 9231 | | 9231 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 10.7315 | 9/7/2000 | M | V | 16710 | D | * | 3/21/2007 | COMMON STOCK | 16710 | | 0 | D |
| STOCK OPTION (OPTION T O PURCHASE) | 6.2914 | 9/7/2000 | M | V | 24057 | D | * | 3/25/2006 | COMMON STOCK | 24057 | | 0 | D |

Explanation of Responses:
All holdings have been adjusted for the five-for-four common stock split distributed in May 2000.

* Indicates these options were fully vested at the time of this report.

SIGNATURE OF REPORTING PERSON

/s/ Bob Carpenter for Bill Knight
DATE
10/10/2000

