

DOLLAR GENERAL CORP

Reported by
ASH BRUCE

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 Cyclical
Fiscal Year	02/02

Stock Option (Right to Buy)	\$16.14	08/12/02		A		25,200		(1)	08/12/12	Common Stock	25,200		25,200	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/ **Bruce Ash**
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

3/13/2003

**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.