

DOLLAR GENERAL CORP

Reported by
TREADWAY GREGG

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 05/03/02 for the Period Ending 04/21/02

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 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 5/3/2002 For Period Ending 4/21/2002

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

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Treadway, Gregg S.

(Last) (First) (Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072-2170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Dollar General Corporation DG

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

February 2002

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

6. Relationship of Reporting Person to Issuer

(Check all applicable)

Director

Officer (give title below)

10% Owner

Other (specify below)

Officer/Other

Description: Vice President, Operations

7. Individual or Joint/Group Filing

(Check applicable line)

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 (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock	02/15/2001	L	38	A	\$750.00		D	
Common Stock	03/15/2001	L	84	A	\$1,500.00		D	
Common Stock	04/16/2001	L	70	A	\$1,500.00		D	
Common Stock	05/15/2001	L	84	A	\$1,500.00		D	
Common Stock	06/15/2001	L	83	A	\$1,500.00		D	
Common Stock	07/16/2001	L	71	A	\$1,500.00		D	
Common Stock	08/15/2001	L	86	A	\$1,500.00		D	
Common Stock	09/17/2001	L	96	A	\$1,500.00	615	D	

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Print or Type Responses)

(Over)

(Form 5-07/99)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of Bene- ficial Owner- ship (Instr. 4)
Stock Option/Emp/ Spec/2001-02-26	\$19.55	02/26/01	A	55,900	08/31/01	02/26/11 (1)	Common Stock	55,900	55,900	D	

Explanation of Responses:

(1) All options were cancelled prior to vesting.

/s/ Gregg S. Treadway

****Signature of Reporting Person**

 4/21/2002

Date

** 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 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.