

# **DOLLAR GENERAL CORP**

Reported by  
**TURNER JAMES STEPHEN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/11/01 for the Period Ending 06/11/01

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 6/11/2001 For Period Ending 6/11/2001

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 4

### 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).

1. Name and Address of Reporting Person\*

**Turner, James S.**

(Last) (First) (Middle)

**100 Mission Ridge**

(Street)

Goodlettsville, TN 37072

(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

May, 2001

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

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director  10% Owner

Officer (give title below)  Other (specify below)

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 Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock							1,356,714	D	
Common Stock							56,445	I	Spouse
Common Stock	5/10/01	J(1)		16,439,246	D	(1)	33,625,784	I	CO-TTEE TCT
Common Stock							1,293,620	I	CO-TTEE HCT TR
Common Stock							1,531,180	I	CO-TTEE JST TR
Common Stock							1,881,036	I	CO-TTEE LJTO TR
Common Stock							1,881,513	I	CU-TTEE ETC TR
Common Stock							272,779	I	CO-TTEE DUGAS TR
Common Stock							82	I	CO-EXEC CTS ESTATE

(1) See attached sheet

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

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
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**Explanation of Responses:**

(1) On May 21, 1998, The Turner Children Trust (the "Trust"), with respect to which Mr. Turner serves as co-trustee, entered into a Forward Purchase Contract and a related pledge agreement with the Dollar General STRYPES Trust, an unaffiliated third party buyer, relating to up to 7,500,000 shares of common stock of Dollar General Corporation. On June 12, 1998, the maximum number of shares subject to the Forward Purchase Contract was increased to 8,417,000 (the "Contract Commitment") as a result of the exercise of an over-allotment option by the underwriters of the STRYPES offering.

Under the Forward Purchase Contract, the number of shares to be delivered by the Trust was based on the average closing price of the common stock on the 20 trading days ending on May 10, 2001 (the "Exchange Price"). The Trust was obligated to deliver on May 14, 2001 a number of shares (or, at the option of the Trust (exercisable prior to May 1, 2001), the cash equivalent) equal to the product of (i) the Contract Commitment multiplied by (ii) the Exchange Amount, which was determined as follows:

- (a) If the Exchange Price was less than or equal to \$53.2406 (the "Equity Appreciation Cap"), the Exchange Amount would be one; and
- (b) If the Exchange Price was greater than the Equity Appreciation Cap, the Exchange Amount would be that fraction of a share having a value (based on the Exchange Price) equal to the Equity Appreciation Cap.

As a result of stock splits by Dollar General Corporation after the date of the Forward Purchase Contract, the Contract Commitment was adjusted to 16,439,246 shares and the Equity Appreciation Cap was effectively adjusted to \$27.2592.

In consideration therefor, the Trust received an aggregate purchase price of \$245,021,649. The Trust delivered to a collateral agent the number of shares equal to the Contract Commitment to secure its obligations under the contract, but retained all dividend and voting rights in the shares prior to settlement. The Trust could accelerate settlement of the Forward Purchase Contract in whole or in part prior to May 14, 2001 under certain circumstances.

On May 14, 2001, the Trust delivered to the Dollar General STRYPES Trust 16,439,246 shares of Dollar General common stock in settlement of its obligations under the Forward Purchase Contract.

/s/ James S. Turner

6/11/2001

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\*\*Signature of Reporting Person

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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.

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**End of Filing**



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