

DOLLAR GENERAL CORP

Reported by LANIGAN SUSAN S

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 Cyclicals

Fiscal Year 02/02

DOLLAR GENERAL CORP

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 3/14/2003 For Period Ending 1/31/2003

Address 100 MISSION RIDGE

GOODLETTSVILLE, Tennessee 37072

Telephone 615-855-4000 CIK 0000029534

Industry Retail (Specialty)

Sector Services
Fiscal Year 01/31



Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0362

Washington, D.C. 20549

OMB APPROVAL

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Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Form 3 Holdings Reported Form 4 Transactions Reported

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 Reporting Person	* 1 S.			icker or Trading Symb		III .	6. Relationship of Reporting Person(s) to Issuer					
Lanigan Susai		Dollar Gene	ral Corporation	n (DG	'' <u>`</u> 」 I							
(Last) (First) 100 Mission R	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Mo January 31	3	[X] Officer (give [_] Other (specify below) Vice President, General Counsel and								
(Street)	27072		Original (Month/Year)				Corporate Secretary 7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person					
Goodlettsville TN	37072				[_] For	[_] Form filed by More than One Reporting Person						
(City) (State)	(Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if		4. Securities Acquired (D) (Instr. 3, 4 and 5)	(A) or Di	sposed of	5. Amount of Securities Beneficially Owned at the	6. Owner-ship	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(IIIII/dd/yy)	any (mm/dd/yy	(1)	Amount	(A) or (D)	Price	end of Issuer's Fiscal Year (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)				

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

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(Over) SEC 2270 (9-02)

FORM 5 (continued)

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

(e.g., puts, calls, warrants, options, convertible securities)

Security	2. Conversion or Exercise Price of Derivative Security	Transaction Date (mm/dd/yy)	Deemed	(Instr. 8)		Derivative				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year	1 1	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	ll Title I	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee															

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

Stock Option (Right to Buy)	\$16.14	08/12/02	A	25,200	(1)	08/12/12	Common Stock	25,200		D	
Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	25,200	(1)	08/12/12	Common Stock	25,200	50,400	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/ Susan S. Lanigan
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**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.

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End of Filing



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