

DOLLAR GENERAL CORP

Reported by
RICE JEFFREY R

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/28/04 for the Period Ending 01/20/04

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
RICE JEFFREY R			1/20/2004		DOLLAR GENERAL CORP [DG]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
100 MISSION RIDGE			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP--Human Resources /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
GOODLETTSVILLE, TN 37072					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	761.3226 (1)	D	
Common Stock	941.2142	I	By Spouse
Common Stock	5406.682	I	By 401(k) Plan

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock	(2)	(3)	Common Stock	709.6116	(4)	D	
Employee Stock Option (Right to Buy)	4/1/2000	3/21/2007	Common Stock	12107	\$10.73	D	
Employee Stock Option (Right to Buy)	10/27/2007	4/27/2008	Common Stock	6529	\$15.04	D	
Employee Stock Option (Right to Buy)	(5)	2/22/2009	Common Stock	19145	\$17.64	D	
Employee Stock Option (Right to Buy)	4/1/2002	4/1/2009	Common Stock	11131	\$21.8	D	
Employee Stock Option (Right to Buy)	(6)	11/22/2009	Common Stock	5786	\$18.25	D	
Employee Stock Option (Right to Buy)	(7)	4/4/2010	Common Stock	13200	\$21.25	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	6/5/2001	6/5/2010	Common Stock	3068	\$17.31	D	
Employee Stock Option (Right to Buy)	8/31/2001	2/26/2011	Common Stock	8894	\$19.55	D	
Employee Stock Option (Right to Buy)	7/29/2002	1/28/2012	Common Stock	13894	\$15.94	D	
Employee Stock Option (Right to Buy)	(8)	8/12/2012	Common Stock	7200	\$16.14	D	
Employee Stock Option (Right to Buy)	(9)	8/26/2013	Common Stock	25200	\$20.44	D	

Explanation of Responses:

- (1) All of which represents shares held in the Dollar General Corporation Direct Stock Purchase Plan.
- (2) The shares of phantom stock are exercisable immediately.
- (3) 451.0705 shares of phantom stock become payable in cash upon the retiring person's termination of employment and 258.5411 shares of phantom stock become payable in cash upon the reporting person's termination of employment if certain age/length of service requirements are satisfied.
- (4) The shares of phantom stock are convertible into shares of common stock on a one-for-one basis.
- (5) 12,955 shares became exercisable on April 1, 2000 and 6,190 shares become exercisable on August 22, 2008.
- (6) 2,582 shares became exercisable on November 22, 2000, 2,578 shares became exercisable on April 1, 2002, and 626 shares become exercisable on May 22, 2009.
- (7) 8,800 shares became exercisable on April 1, 2003 and 4,400 shares become exercisable on October 4, 2009.
- (8) The option vests in four equal annual installments beginning on August 12, 2003.
- (9) The option vests in four equal annual installments beginning on August 26, 2004.

Remarks:

Exhibit List. Exhibit 24--Power of Attorney.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICE JEFFREY R 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			VP--Human Resources	

Signatures

/s/ Susan S. Lanigan, by Power of Attorney

1/28/2004

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Susan S. Lanigan the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Dollar General Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of January 2004.

/s/ Jeffrey R. Rice

Jeffrey R. Rice