

# **DOLLAR GENERAL CORP**

Reported by  
**O BRIANT STONIE R**

## **FORM 5**

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/24/04 for the Period Ending 01/30/04

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

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
[ ] Form 3 Holdings Reported  
[ X ] Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN 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

<b>1. Name and Address of Reporting Person *</b>  <b>O BRIANT STONIE R</b>  (Last) (First) (Middle)  <b>100 MISSION RIDGE</b>  (Street)  <b>GOODLETTSVILLE, TN 37072</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [DG]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director _____ 10% Owner ___ X ___ Officer (give title below) _____ Other (specify below) <b>Executive Vice President</b>
<b>3. Statement for Issuer's Fiscal Year Ended</b> (MM/DD/YYYY)  <b>1/30/2004</b>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  ___ X ___ Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

**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. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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 (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock		2/3/2003		A4	168.9825		(2)	(3)	Common Stock	168.9825	\$11.31	37995.7924	D	
Phantom Stock		2/10/2003		A4	309.2215		(2)	(3)	Common Stock	309.2215	\$11.06	38305.0139	D	
Phantom Stock		2/26/2003		A4	6.9341		(2)	(3)	Common Stock	6.9341	\$12.94	38311.948	D	
Phantom Stock		2/28/2003		A4	1064.9443		(2)	(3)	Common Stock	1064.9443	\$10.41	39376.8923	D	
Phantom Stock		3/18/2003		A4	872.1774		(2)	(3)	Common Stock	872.1774	\$12.52	40249.0697	D	
Phantom Stock		3/25/2003		A4	79.1917		(2)	(3)	Common Stock	79.1917	\$12.73	40427.3832 (4)	D	
Phantom Stock		4/9/2003		A4	886.8521		(2)	(3)	Common Stock	886.8521	\$13.05	40314.2353	D	
Phantom Stock		5/8/2003		A4	1601.1629		(2)	(3)	Common Stock	1601.1629	\$15.65	43024.9068 (5)	D	
Phantom Stock		5/15/2003		A4	10318.7161		(2)	(3)	Common Stock	10318.7161	\$16.7	53343.6229	D	
Phantom Stock		6/9/2003		A4	638.2596		(2)	(3)	Common Stock	638.2596	\$17.99	53981.8825	D	
Phantom Stock		6/24/2003		A4	3.9882		(2)	(3)	Common Stock	3.9882	\$18.61	53985.8707	D	
Phantom Stock		7/16/2003		A4	598.811		(2)	(3)	Common Stock	598.811	\$19.31	54584.6817	D	
Phantom Stock		8/1/2003		A4	65.3389		(2)	(3)	Common Stock	65.3389	\$18.43	54747.6207 (6)	D	
Phantom Stock		8/13/2003		A4	597.4356		(2)	(3)	Common Stock	597.4356	\$18.62	55345.0563	D	
Phantom Stock		9/12/2003		A4	491.3268		(2)	(3)	Common Stock	491.3268	\$20.86	55836.3831	D	
Phantom Stock		10/17/2003		A4	610.0312		(2)	(3)	Common Stock	610.0312	\$21.49	56446.4143	D	

**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. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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 (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock		10/29/2003		A4	79,8741		(2)	(3)	Common Stock	79,8741	\$22.28	56608,1475 (7)	D	
Phantom Stock		11/7/2003		A4	57,7909		(2)	(3)	Common Stock	57,7909	\$22.38	56665,9384	D	
Phantom Stock		11/12/2003		A4	493,3797		(2)	(3)	Common Stock	493,3797	\$22.12	57159,3181	D	
Phantom Stock		12/10/2003		A4	76,8352		(2)	(3)	Common Stock	76,8352	\$19.6	57236,1533	D	
Phantom Stock		12/19/2003		A4	574,8428		(2)	(3)	Common Stock	574,8428	\$20.36	57810,9961	D	
Phantom Stock		1/15/2004		A4	71,792		(2)	(3)	Common Stock	71,792	\$21.06	57882,7881	D	

**Explanation of Responses:**

- (1) The shares of phantom stock are convertible into shares of phantom stock on a one-for-one basis.
- (2) The shares of phantom stock are exercisable immediately.
- (3) The shares of phantom stock become payable in cash upon the reporting person's termination of employment.
- (4) 99,1218 shares of phantom stock were acquired by the reporting person on March 25, 2003 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11.
- (5) 109,5086 shares of phantom stock were acquired by the reporting person on May 8, 2003 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11.
- (6) 97,60019 shares of phantom stock were acquired by the reporting person on August 1, 2003 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11.
- (7) 81,8591 shares of phantom stock were acquired by the reporting person on October 29, 2003 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>O BRIANT STONIE R 100 MISSION RIDGE GOODLETTSVILLE, TN 37072</b>			<b>Executive Vice President</b>	

**Signatures**

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

2/24/2004

\*\*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 4(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.

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