

DOLLAR GENERAL CORP

Reported by WARNER ROBERT I

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

Form 5

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

Washington, D.C. 20549

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OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

Name and Address of Reporting Persor Warner Robe	III .		cker or Trading Syn al Corporation		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [_] Director [_] 10% Owner									
(Last) (First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity		4. Statement for M January 3	[X] Officer (give [_] Other (specify title below) below)									
100 Mission F	(voluntary)				Vice President, General Merchandising Manager									
(Street) Goodlettsville TN			5. If Amendment, Original (Month/Y		(Check	7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person								
Goodlettsville TN	Goodlettsville TN 37072						[_] Form filed by More than One Reporting Person							
(City) (State)	(Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Title of Security		2A.	3	3. Transaction 4	. Securities Acquire	d (A) or Dispo	osed of	5. Amount of	6. Owner-	7. Nature of Indirect				
(Instr. 3)	2. Trans- action Date (mm/dd/yy)	Deemed Execution Date, if	. 11.	II II	D) Instr. 3, 4 and 5)	•	Securities Beneficially Owned at the		ship Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
		any (mm/dd/y		Amount	(A) or (D)	Price	end of Issuer's Fiscal Year (Instr. 3 and 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)

						_										
1.T	itle of	2.	3.	24	4.		5. Numbe	er of	6. Date Exer	cisable	7. Title and	Amount of	8. Price of	O Number	10.	11. Nature
Der	rivative	Conversion	Transaction	Deemed	Transacti	Transaction	Derivative		and Expiration Date		Underlying Securities		Derivative		Ownership	of Indirect
Sec	urity	or	Date		Code	Securities Acquired (A)		(mm/dd/yy)		(Instr. 3 and 4)		(Instr 5)	Derivative	Form of	Beneficial	
(Ins	str.3)	Exercise	(mm/dd/yy)	Execution	(Instr. 8)									Derivative	Ownership	
		Price of		Date, if any			or Dispos	sed of						Securities	Security:	(Instr. 4)
		Derivative		(mm/dd/yy)				(D)					1	Beneficially	Direct (D)	
		Security					(Instr. 3, 4 and 5)							End of Year	or Indirect	
															(I)	
									Amount		(Instr. 4)	(Instr. 4)				
									Date	Expiration		or				
					Code	V	(A)	(D)	Exercisable	Date	Title	Number				
										Duit		of Shares				
						\square						or Shares				
Em	ployee															
	1			11 1	1 1					1	III I				1	

^{*} 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	25,200	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/ Robert I. Warner

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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