

DOLLAR GENERAL CORP

Reported by **BOTTORFF DENNIS**

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 05/02/02 for the Period Ending 04/26/02

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 5/2/2002 For Period Ending 4/26/2002

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 5

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(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).
[X] Form 3 Holdings Reported
[_] Form 4 Transactions Reported
1. Name and Address of Reporting Person*
Bottorff, Dennis C.
(Last) (First) (Middle)
100 Mission Ridge
(Street)
Goodlettsville, TN 37072-2170
(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
February 1999
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)
[X] Director [_] 10% Owner [_] Officer (give title below) [_] Other (specify below)
7. Individual or Joint/Group Filing (Check applicable line)
[X] 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

	2.	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 Issuer's	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1. Title of Security (Instr. 3)	Transaction Date (mm/dd/yy)		Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	Indirect	
Common Stock		3				1,250 (1)	D	
						=======================================		

If the form is filed by more than one reporting person, see instruction 4(b)(v).

(over)

SEC 2270 (3-99)

FORM 5 (continued)

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- action Date (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)	5. Number Deriva Securi Acquire or Disj of (D) (Instr 4 and	tive ties ed (A) posed . 3,	6. Date Exercisa Expirati (Month/D Date Exer- cisable	on Date ay/Year) Expira- tion	of Unde Securit (Instr.		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option/ Director/98-06-01	\$31.00	06/01/98	A	1,935	(2)	06/01/99	06/01/08	Common Stock	1,935(2)		1,935	D	
=======================================	======	=======	======	:=====:		======	======	======	=======	======	=======	======	======

Explanation of Responses:

/s/ Dennis C. Bottorff	04-26-2002
** Signature of Reporting Person	Date
Dennis C Rottorff	

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FOOTNOTE Descriptions for Dollar General Corporation DG

Form 5 - February 1999

Dennis C. Bottorff 100 Mission Ridge Goodlettsville, TN 37072-2170

Explanation of responses:

- (1) Amount of securities owned following adjustment for a 5 for 4 stock split on September 21, 1998. On April 27, 1998, Mr. Bottorff owned 1000 shares.
- (2) Amount of derivative securities granted, as adjusted following a 5 for 4 stock split on September 21, 1998. The initial number of stock options granted on June 1, 1998, was 1,548. The initial exercise price of the stock options was \$38.75. On January 29, 1999, the exercise price of the stock options was \$31.00. The change in the exercise price was due to the 5 for 4 stock split on September 21, 1998.

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End of Filing



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