

DOLLAR GENERAL CORP

Reported by
CLAYTON JAMES L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 02/21/00

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

Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 3,277 shares at an exercise price of \$18.3125.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See /s/ **James L. Clayton** _____
18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **Signature of Reporting Person

3-17-03
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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