

# **DOLLAR GENERAL CORP**

Reported by  
**SANDERSON RANDY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/11/01 for the Period Ending 06/11/01

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>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  |

# DOLLAR GENERAL CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 6/11/2001 For Period Ending 6/11/2001

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>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 4

### 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).

1. Name and Address of Reporting Person\*

**Sanderson Randy**

(Last) (First) (Middle)

**100 Mission Ridge**

(Street)

Goodlettsville, TN 37072

(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

May 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**VP. FINANCE**

7. Individual or Joint/Group Filing (Check applicable line)

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned at End<br>of Month<br>(Instr. 3<br>and 4) | 6.<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.4) | 7.<br>Nature of<br>Indirect<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|------------------|-------|--|---|--|
|                                       |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price |  |   |  |
| Common Stock                          | 5/14/01                                 | j(1)                                    |   | 1,953  | A                | 20.19 | 57,757   | D   |  |
|                                       |   |   |   |  |                  |       |  |   |  |
|                                       |   |   |   |  |                  |       |  |   |  |
|                                       |   |   |   |  |                  |       |  |   |  |
|                                       |   |   |   |  |                  |       |  |   |  |

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares | 8.<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9.<br>Number<br>of<br>Deriv-<br>ative<br>Secur-<br>ities<br>Bene-<br>ficially<br>Owned<br>at End<br>of<br>Month<br>(Instr.<br>4) | 10.<br>Owner-<br>ship<br>of<br>Form<br>of<br>Deriv-<br>ative<br>Secur-<br>ity:<br>Direct<br>(D) or<br>In-<br>direct<br>(I)<br>(Instr.<br>4) | 11.<br>Nature<br>of<br>In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship<br>(Instr.<br>4) |
|--|---|--|---|--|---|--|--|--|---|--|
| -----  | -----   | -----  | -----   | -----  | -----   | -----  | -----  | -----  | -----   | -----  |
| -----  | -----   | -----  | -----   | -----  | -----   | -----  | -----  | -----  | -----   | -----  |
| -----  | -----   | -----  | -----   | -----  | -----   | -----  | -----  | -----  | -----   | -----  |
| =====  | =====   | =====  | =====   | =====  | =====   | =====  | =====  | =====  | =====   | =====  |

Explanation of Responses:

(1) Common stock issued upon settlement of Dollar General STRYPES issued and bought May 21, 1998: 1,000 STRYPES exchanged for 1,953 common shares

/s/ Randy Sanderson

6/11/2001

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\*\*Signature of Reporting Person

-----  
Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.