

## **DOLLAR GENERAL CORP**

# Reported by KNUCKLES BARBARA

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 03/17/03 for the Period Ending 03/13/03

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 4

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005

Estimated average burden hours per response. . . 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[\_]

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

<ol> <li>Name and Address of</li> </ol>	on*	2. Issuer N	ame <b>and</b> Ti	cker or T	Trading Symbol	6. Relatio	6. Relationship of Reporting Person(s) to Issuer							
Knuckles	Barbar	a M.	Dol						(Check all applicable)   [X] Director					
			3. I.R.S. Id Number of Person, if a (voluntary)	an entity	4. Sta	4. Statement for Month/Day/Year March 13, 2003			[ ] Officer (give [_] Other (specify title below) below)					
Goodletts				Amendment, Date of Ori th/Day/Year)	ginal	7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person  L] Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Table	e I - Noi	on-Derivative Securities Acquired, Disposed of, or Beneficially Owned						Beneficially			
1. Title of Security (Instr. 3)		2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if	3. Transactio Code (Instr. 8)		4. Securities Acquired (A) or Dis (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			(mm/dd/yy)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(Over) SEC 1474 (9-02)

# FORM 4 (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)	Conversion or Exercise Price of Derivative Security	Date (mm/dd/yy) Deemed Execution Date, if any (mm/dd/yy)		4. Transaction Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
Stock Option (Right to Buy)	\$10.48	03/13/03		A		5,726		03/13/04	03/13/13	Common Stock	5,726		5,726	D	

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See	/s/ Susan S. Lanigan	3/17/03
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		Date
	**Signature of Reporting Person	
	Attorney-in-Fact	

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Page 2