

# DOLLAR GENERAL CORP

Reported by  
**O BRIANT STONIE R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/04 for the Period Ending 02/28/04

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

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>O BRIANT STONIE R</b>  (Last) (First) (Middle)  <b>100 MISSION RIDGE</b>  (Street)  <b>GOODLETTSVILLE, TN 37072</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [ DG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) <b>Executive VP</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/28/2004</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ 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**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	2/28/2004		A		2505.387		(2)	(3)	Common Stock	2505.387	\$21.68	60478.9916 (4)	D	
Phantom Stock	(1)	2/28/2004		I		5827.1226		(2)	(5)	Common Stock	5827.1226	\$21.5597	54651.869 (6)	D	

**Explanation of Responses:**

- (1) The shares of phantom stock are convertible into shares of common stock on a one-for-one basis.
- (2) The shares of phantom stock are exercisable immediately.
- (3) The shares of phantom stock become payable in cash upon the reporting person's termination of employment.
- (4) 90.8165 shares of phantom stock were acquired by the reporting person on February 28, 2004 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11; the total amount owned following the reported transaction includes 5,827.1226 shares of phantom stock which became payable in February 2004, and 7,744.3835 shares of phantom stock which become payable in cash in February 2005 pursuant to an in-service distribution election previously made by the reporting person, in addition to the remaining shares which become payable in cash upon the reporting person's termination of employment.
- (5) The shares of phantom stock became payable in cash in February 2004, pursuant to an in-service distribution election previously made by the reporting person.
- (6) The total amount owned following the reported transaction includes 7,744.3835 shares of phantom stock which become payable in cash in February 2005 pursuant to an in-service distribution election previously made by the reporting person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>O BRIANT STONIE R 100 MISSION RIDGE GOODLETTSVILLE, TN 37072</b>			<b>Executive VP</b>	

**Signatures**

/s/ Susan S. Lanigan, By Power of Attorney

3/1/2004

— Signature of Reporting Person

Date

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

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

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

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