

DOLLAR GENERAL CORP

Reported by WILDS DAVID M

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 Cyclicals

Fiscal Year 02/02

Form 4

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person Wilds David N	II			Corporation (D	(Check al	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [_] 10% Owner					
(Last) (First) (3. I.R.S. Ide Number of Person, if a (voluntary)	Reporting in entity	III.	tement for Month/Day/Y February 21, 20		[A] Director [B] 10% Owner [B]					
(Street) Goodlettsville, TN			- 11	Amendment, Date of Ori th/Day/Year)	ginal						
(City) (State)	(Zip)	Table	Table I - Non-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	cution cution e, if		4. Securities Acquired (A) or Dis (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		any (mm/dd/yy)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)		

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

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(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	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. 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	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		(s) (Instr. 4)	(Instr. 4)	
Stock Option (Right to Buy)	\$14.65	02/21/00		A		4,096 (1)		02/21/01	02/21/10	Common Stock	4,096(1)		4,096(1)	D	

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

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/ David M. Wilds	3-17-03
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	**Signature of Reporting Person	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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