

# **DOLLAR GENERAL CORP**

# Reported by WARNER ROBERT I

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 03/17/03 for the Period Ending 04/04/00

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

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

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6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

### 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).

1. Name and Address of Reporting Person\*

Warner Robert I.

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

Dollar General Corporation (DG)

2. Issuer Name and Ticker or Trading Symbol

VV diritor 110001					corporation (B		11. 1	ector [_]	10% Ow	
(Last) (First)  100 Mission Ri	(Middle)	3. I.R.S. Id Number of Person, if a (voluntary)	Reporting n entity	- 11	tement for Month/Day/ April 4, 2000		[X] Off	title below)  Vice Presi Merchandi	dent, G	below) eneral
(Street)  Goodlettsville, TN	37072				Amendment, Date of Ori th/Day/Year)	iginal	(Check A [X] Form	ual or Joint/Group pplicable Line) filed by One Repo filed by More than	rting Person	
(City) (State)	(Zip)	Table	I - No	n-De	rivative Securi	ties A Ow	_	d, Disposed	l of, or	Beneficially
1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if	3. Transa Code (Instr. 8)	ction	4. Securities Acquired (A) or Di (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following		7. Nature of Indirect Beneficial Ownership (Instr. 4)
	II II	(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.

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)

	I.Title of Derivative Security (Instr.3)  Z. Conversion or Exercise Price of Derivative Security	Date (mm/dd/yy)	Deemed	4. Transaction 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 (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	(s) (Instr. 4	(s) (Instr. 4)	(Instr. 4)		
	Employee Stock Option	\$21.25	04/04/00		A		22,768 (1)		10/04/09	04/04/10	Common Stock	22,768(1)		22,768(1)	D	

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

(Right to Buy)											
Employee Stock Option (Right to Buy)	\$21.25	04/04/00	A	11,381 (2)	10/04/09	04/04/10	Common Stock	11,381(2)	11,381(2)	D	

#### Explanation of Responses:

- (1) Adjusted for stock split on 05/22/00. Initial grant was 18,214 shares at an exercise price of \$26.5625.
- (2) Adjusted for stock split on 05/22/00. Initial grant was 9,105 shares at an exercise price of \$26.5625.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | Signature of Reporting Person | 3-7-03 |

\*\*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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