

DOLLAR GENERAL CORP

Reported by **PERDUE DAVID A**

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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

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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* Perdue David A.	2. Issuer Name and Tick Dollar Gene	er or Trading Symbol eral Corporation (DG)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [] 10% Owner						
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	4. Statement for Month/Day/Year April 2, 2003	[X] Officer (give [_] Other (specify title below) below)						
100 Mission Ridge	(voluntary)		Chief Executive Officer						
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)						
Goodlettsville, TN 37072			[X] Form filed by One Reporting Person [_] Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	Deemed Execution Date, if	Code		` '			Securities Beneficially Owned	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)	
Common Stock	04/02/2003		A		78,865	A		78,865	D	

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.Title of Derivative Security (Instr.3)	or	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)		(Instr 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	Form of	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)	
Employee Stock Option (Right to Buy)	\$12.68	04/02/2003		A		500,000		(1)	04/02/2013	Common Stock	500,000		500,000	D	

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

Employee Stock Option (Right to Buy)	\$12.68	04/02/2003	A	500,000	(2)	04/02/2013	Common Stock	500,000	500,000	D	

Explanation of Responses:

- (1) The option vests as to 333,333 shares on the first anniversary of the grant date and as to 166,667 shares on the second anniversary of the grant date.
- (2) The option vests as to 166,666 shares on the second anniversary of the grant date and as to 333, 334 shares on the third anniversary of the grant date.

** Intentional misstatements or omissions of facts constitute Federal Crimina	al Violations. See /s/ Susan S. Lanigan	04/04/2003
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	**Signature of Reporting Person	Date
	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.

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