

DOLLAR GENERAL CORP Reported by HARTSHORN TOM J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/28/03 for the Period Ending 08/26/03

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

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

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

1. Name and Address of Reporting Person [*]	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
		(Check all applicable)				
HARTSHORN TOM J	DOLLAR GENERAL CORP [DG]					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Director10% Owner				
		X Officer (give title below) Other (specify below)				
100 MISSION RIDGE	8/26/2003	Executive VP				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)				
GOODLETTSVILLE, TN 37072 (City) (State) (Zip)		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	2. Trans. Date	2A. Deemed	3. Trans. Cod	le	4. Securit	ies Acquir	ed (A)	5. Amount of Securities Beneficially Owned	6.	7. Nature
(Instr. 3)		Execution	(Instr. 8)		or Disposed of (D)			Following Reported Transaction(s)	Ownership	of Indirect
		Date, if any	(Instr. 3, 4 and 5) (In		(Instr. 3 and 4)	Form:	Beneficial			
									Direct (D)	Ownership
									or Indirect	(Instr. 4)
						(A) or			(I) (Instr.	
			Code	V	Amount	(D)	Price		4)	

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

	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	 Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		1		Securities Underlying Derivative Security		Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative	Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$20.44	8/26/2003	А		62800		<u>(1)</u>	8/26/2013	Common Stock	62800	\$0	62800	D	

Explanation of Responses:

(1) The option vests in four equal annual installments beginning on August 26, 2004.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HARTSHORN TOM J								
100 MISSION RIDGE			Executive VP					
GOODLETTSVILLE, TN 37072								

Signatures

/s/ Susan S. Lanigan, by Power of Attorney 8/28/2003

Signature of Reporting Person

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.

Date

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 control number.