

## **DOLLAR GENERAL CORP**

# Reported by **CLAYTON JAMES L**

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 04/17/03 for the Period Ending 04/16/03

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 Rep	2. Issuer N	ame and Ti	icker or '	Trading Symbol	6. Relationship of Reporting Person(s) to Issuer								
Clayton	Do	llar Gei	neral	Corporation (D	(Check al	l applicable)							
(Last) (First) (Middle)  100 Mission Ridge			III .	•	4. St	April 16, 200		[X] Director [] 10% Owner [] Officer (give [] Other (specify title below) below)					
Goodlettsvi			- 11	5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person  [_] Form filed by More than One Reporting Person						
(City) (S	State)	(Zip)	Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)		2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if	3. Transac Code (Instr. 8)	ction	4. Securities Acquired (A) or Dis (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			(mm/dd/yy)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)			
Common Stock		04/16/03		P		17,000	(A)	\$13.70	423,120	(D)			

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)

1.Title of Derivative Security (Instr.3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	13 A Deemed	(Instr. 8)		Derivative		and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	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)	

<sup>\*</sup> 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 /s/ Susan S. Lanigan	4/17/03
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.

Explanation of Responses:

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