

DOLLAR GENERAL CORP Reported by CLAYTON JAMES L

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/19/01 for the Period Ending 03/19/01

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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DOLLAR GENERAL CORP

FORM 5 (Annual Statement of Changes in Beneficial Ownership)

Filed 3/19/2001 For Period Ending 3/19/2001

Address	100 MISSION RIDGE
	GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
СІК	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

[_] Form 3 Holdings Reported

[_] Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Clayton, James L.

(Last) (First) (Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Dollar General Corporation DG

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

January 2001

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

[X] Director [_] 10% Owner [_] Officer (give title below) [_] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[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

	2.	3.	4. Securities Ac Disposed of ((Instr. 3, 4	D) and 5)	(A) or	5. Amount of Securities Beneficially Owned at End of Issuer's	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1.	Transaction	Transaction		(A)		Fiscal Year	Indirect	Beneficial
Title of Security	Date	Code	Amount	or	Price	(Instr. 3	(I)	Ownership
(Instr. 3)	(mm/dd/yy)	(Instr. 8)		(D)		and 4)	(Instr.4)	(Instr. 4)
Common Stock						376,888	D	
						370,000		

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 5-07/99)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver- sion or Exer- cise		5. Number of Derivative Securities Acquired (A)		6. Date Exercisable and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of	9. Number of Deriv- ative Secur- ities Bene- ficially	10. Owner- ship of Deriv- ative Secur- ity: Direct	11. Nature of In- direct	
	Price	3. Trans-	4.	or Dis			Expiration Date (Month/Day/Year)				Owned	(D) or	Bene-
1. Title of	of	action	Trans-						Amount	ative	at End of	In-	ficial
Derivative	Deriv- ative	Date (Month/	action Code				Expira-		or Number		Year	direct (I) (Instr.	Owner- ship (Instr.
Security	Secur-	Day/	(Instr.				tion		of	(Instr.	-		
(Instr. 3)	ity	Year)	8)	(A)	(D)	cisable	Date	Title	Shares	5)	4)	4)	4)

Explanation of Responses:

James L. Clayton 3/19/2001 **Signature of Reporting Person Date ** 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 provided is insufficient, see Instruction 6 for procedure.

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End of Filing

