

DOLLAR GENERAL CORP

Reported by **GEE GORDON**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 03/13/03

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

(Last) (First) (Middle) 100 Mission Ridge (Street) Goodlettsville, TN 37072 (City) (State) (Zip) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year March 13, 2003 (State) (Street) (City) (State) (Zip) (Middle) 4. Statement for Month/Day/Year March 13, 2003 (Statement for Month/Day/Year Month/Day/Year March 13, 2003 (Statement for Month/Day/Year March 13, 2003 (Statement for Month/Day/Year Month/Day/Year March 13, 2003 (Statement for Month/Day/Year Month/Day/Year March 13, 2003 (Statement for Month/Day/Year March 13, 2003 (Check Applicable Line) [I] Individual or Joint/Group Filing (Check Applicable Line) [IX] Form filed by One Reporting Person [I] Form filed by More than One Reporting Person [I] Form filed by More than One Reporting Person	1. Name and Address of Reporting Per	III .			Frading Symbol		6. Relationship of Reporting Person(s) to Issuer						
Number of Reporting Person, if an entity (voluntary) March 13, 2003 title below) below)	Gee E. G	ordon	Do	llar Ger	ieral (Corporation (D	G)] 10% Ow	ner		
Goodlettsville, TN 37072 (City) (State) (Zip) (Month/Day/Year) (Check Applicable Line) [X] Form filed by One Reporting Person [_] Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial		Number of Person, if a	Reporting an entity	4. Sta	1			-					
		N 37072			- 11				(Check Applicable Line) [X] Form filed by One Reporting Person				
Owned	(City) (State)	(Zip)	Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Owned							Beneficially		
(Instr. 3) 2. Trans-action Date (Instr. 8) Date (mm/dd/vy) Date, if Deemed Execution Date, if Code (Instr. 8) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code (Instr. 4) Code (Instr. 5, 4 and 5) Code (Instr. 6, 4 and 5) Code (Instr. 6, 4 and	,	2. Trans- action Date	Deemed Execution Date, if	Code	tion	(D)		Disposed of	Securities Beneficially		Beneficial Ownership		
Code V Amount (A) Price Reported Transaction(s) (Instr. 3 and 4) (Instr. 4)			any (mm/dd/yy)	Code	V	Amount	or	Price	Reported Transaction(s)	or Indirect (I)			

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)	2. Conversion or Exercise Price of Derivative Security	Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transact Code (Instr. 8)		5. Numb Derivati Securitic Acquire or Dispo of (D) (Instr. 3 and 5)	ve es d (A) osed	6. Date Exerc and Expiratio (mm/dd/yy)		7. Title and Underlying (Instr. 3 and		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	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		(s) (Instr. 4)	(Instr. 4)	
Stock Option (Right to Buy)	\$10.48	03/13/03		A		5,726		03/13/04	03/13/13	Common Stock	5,726		5,726	D	

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

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See	/s/ Susan S. Lanigan	3/17/03
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		Date
	**Signature of Reporting Person	
	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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