

# **DOLLAR GENERAL CORP**

Reported by  
**KNUCKLES BARBARA**

## **FORM 5**

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/13/00 for the Period Ending 01/28/00

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>GOODLETTSVILLE, TN, 37072 |
| Telephone   | 6158554000                                     |
| CIK         | 0000029534                                     |
| Symbol      | DG   |
| SIC Code    | 5331 - Retail-Variety Stores                   |
| Industry    | Discount Stores                                |
| Sector      | Consumer Cyclical                              |
| Fiscal Year | 02/02  |

# DOLLAR GENERAL CORP

## FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 3/13/2000 For Period Ending 1/28/2000

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## WASHINGTON, D.C. 20549

### FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person  
KNUCKLES, BARBARA M.

**100 MISSION RIDGE  
GOODLETTSVILLE, TN 37072**

2. Issuer Name and Ticker or Trading Symbol

## DOLLAR GENERAL CORPORATION

DG

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year 1/28/00

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other (specify below) DIRECTOR

7. Individual or Joint/Group Reporting (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

| 1. Title of Security | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) |     |       | 5. Amount of Securities Beneficially Owned at End of Year | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------|---|-----|-------|---|-------------------------------|--|
|                      |                     |         | Amount  | A/D | Price |   |                               |  |
| COMMON STOCK         |                     |         |   |     |       | 5319  | D                             |  |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Year | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------|--|-----|--|-----------------|--|---------------------------------|--|--------------------------------|---|
|                                 |  |                     |         | Amount   | A/D | Exercisable Date   | Expiration Date |  |                                 |  |                                |   |
| STOCK OPTION                    | 22.05  | 2/22/99             | A       | 2721   | A   | 2/22/00  | 2/22/09         | COMMON STOCK                                 | 2721                            | 2721   | D                              |   |

**Explanation of Responses:  
SIGNATURE OF REPORTING PERSON**

/S/ BARBARA KNUCKLES  
DATE  
3/10/00

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**End of Filing**

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