

# **DOLLAR GENERAL CORP**

Reported by  
**SANDERSON RANDY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/10/00 for the Period Ending 07/31/00

Address	100 MISSION RIDGE 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 4

(Statement of Changes in Beneficial Ownership)

Filed 8/10/2000 For Period Ending 7/31/2000

Address	100 MISSION RIDGE 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 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person  
SANDERSON, RANDY C.

**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 07/31/2000

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

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

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

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 Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D			
COMMON STOCK	7/10/2000	M	19325	A	7.44		D
COMMON STOCK	7/10/2000	M	52703	A	10.73		D
COMMON STOCK	7/10/2000	S	72028	D	20.73	62652	D
COMMON STOCK						642	I BY 401K TRUST

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 Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Exercise Date	Expiration Date					
COMMON STOCK (OPTION T O PURCHASE)	21.25	4/4/2000	A	V	22768	A	4/1/2003 4/4/2010	COMMON STOCK 22768		22768	D	
COMMON STOCK (OPTION T O PURCHASE)	21.25	4/4/2000	A	V	11381	A	4/1/2003 4/4/2010	COMMON STOCK 11381		11381	D	

O PURCHASE)		000				003	010						
COMMON STOCK (OPTION T O PURCHASE)	17.31	6/5/2 000	A V	9231	A	6/5/2 001	6/5/2 010	COMMON STOCK	9231		9231	D	
COMMON STOCK (OPTION T O PURCHASE)	7.44	7/10/ 2000	M	7	D		11/18/ /2006	COMMON STOCK	7		0	D	
COMMON STOCK (OPTION T O PURCHASE)	7.44	7/10/ 2000	M	19318	D		11/18/ /2006	COMMON STOCK	19318		0	D	
COMMON STOCK (OPTION T O PURCHASE)	10.73	7/10/ 2000	M	40258	D		3/21/ 2007	COMMON STOCK	40258		0	D	
COMMON STOCK (OPTION T O PURCHASE)	10.73	7/10/ 2000	M	12445	D		3/21/ 2007	COMMON STOCK	12445		7683	D	

Explanation of Responses:  
All items have been adjusted to reflect the five-for-four common stock split  
distributed in May 2000.

**SIGNATURE OF REPORTING PERSON**

/s/ R. Layne for R. Sanderson  
DATE  
8/10/2000

**End of Filing**

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