

DOLLAR GENERAL CORP Reported by WARNER ROBERT I

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 06/05/00

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

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Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005

Estimated average burden hours per response. . . 0.5

[_] 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 Reporting Person* Warner Robert I.	2. Issuer Name and Tick Dollar Gene	eral Corporation (DG)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [] Director [_] 10% Owner				
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	4. Statement for Month/Day/Year June 5, 2000	[X] Officer (give [_] Other (specify title below) below)				
100 Mission Ridge	(voluntary)		Vice President, General Merchandising Manager				
(Street) Goodlettsville, TN 37072		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) (State) (Zip)	Table I - Non	-Derivative Securities A Own	cquired, Disposed of, or Beneficially ned				

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	Deemed	3. Transaction Code (Instr. 8)		(Instr. 3, 4 and 5)			Securities Beneficially Owned	ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	ReportedorTransaction(s)In(Instr. 3 and 4)(I)	Direct (D) or Indirect (I) (Instr. 4)	

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

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

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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)	erivative Conversion or Date Security Istr.3) Conversion or Date Exercise Price of Conversion Date Security Date Istr.3)		 Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative	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)	
Employee Stock Option	\$17.313	06/05/00	A		9,231		06/05/01	06/05/10	Common Stock	9,231		9,231	D	

(Right to Buy)								

Explanation of Responses:

 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See
 /s/ Robert I. Warner
 3-7-03

 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 **Signature of Reporting Person
 Date

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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