

DOLLAR GENERAL CORP Reported by CLAYTON JAMES L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 02/21/00

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

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* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer Clayton James L. Dollar General Corporation (DG) (Check all applicable) [X] Director [_] 10% Owner 4. Statement for Month/Day/Year (Middle) 3. I.R.S. Identification (Last) (First) F 1 Officer (give [_] Other (specify Number of Reporting title below) below) February 21, 2000 Person, if an entity (voluntary) 100 Mission Ridge (Street) 5. If Amendment, Date of Original 7. Individual or Joint/Group Filing (Check Applicable Line) (Month/Day/Year) [X] Form filed by One Reporting Person Goodlettsville, TN 37072 [_] Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	Deemed	Code		4. Securities Acquired (A) or Disposed of (D) (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	Following Reported Transaction(s) (Instr. 3 and 4)	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).

FORM 4

(continued)

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(Over) SEC 1474 (9-02)

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)	curity Conversion or	3. Transaction Date (mm/dd/yy)	Deemed	4. Transaction Code (Instr. 8)		5. Numb Derivativ Securitie Acquired or Dispo of (D) (Instr. 3, 5)	ve es d (A) osed	and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5) 9. Numb Derivativ Securitie Beneficia Owned Followin Reported	Derivative Securities Beneficially	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)	\$14.65	02/21/00		А		4,096 (1)		02/21/01	02/21/10	Common Stock	4,096(1)		4,096(1)	D	

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Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 3,277 shares at an exercise price of \$18.3125.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See	/s/ James L. Clayton	<u>3-17-03</u>
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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