

DOLLAR GENERAL CORP Reported by O BRIANT STONIE R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 04/04/00

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

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

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

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1. Name and Address of Reporting Person* O'Briant Stonie R.	2. Issuer Name and Tick Dollar Gene	er or Trading Symbol Eral Corporation (DG)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	4. Statement for Month/Day/Year April 4, 2000	[] Director [] 10% Owner [X] Officer (give [] Other (specify title below) below)				
100 Mission Ridge	(voluntary)		Executive Vice President, Operations				
(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	cquired, Disposed of, or Beneficially				

Owned

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

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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)	or	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)				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)	9. Number of 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 (Right to Buy)	\$21.25	04/04/00		A		33,593 (1)		10/04/09	04/04/10	Common Stock	33,593(1)		33,593(1)	D	

OMB APPROVAL

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Employee Stock Option (Right to Buy)	\$21.25	04/04/00	А	16,793 (2)	10/04/09	04/04/10	Common Stock	16,793(2)	16,793(2)	D	

Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 26,874 shares at an exercise price of \$26.5625.
(2) Adjusted for stock split on 05/22/00. Initial grant was 13,434 shares at an exercise price of \$26.5625.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See	/s/ Stonie R. O'Briant	3/11/03
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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