

# **DOLLAR GENERAL CORP**

Reported by  
**STELMACH LEIGH**

## **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

STELMACH, LEIGH S 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) ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below) EXECUTIVE VICE PRESIDENT

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         |                     |         |                                               |     |       | 307991                                                    | D                             |                                            |
| COMMON STOCK         |                     |         |                                               |     |       | 4879                                                      | 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 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                    | 27.25                                                  | 4/1/99              | A       | 31643                                                              | A   | 4/1/02                                                   | 4/1/09          | COMMON STOCK 31643                           |                                 | 31643                                                                | D                              |                                             |
| STOCK OPTION                    | 27.25                                                  | 4/1/99              | A       | 15818                                                              | A   | 4/1/02                                                   | 4/1/09          | COMMON STOCK 15818                           |                                 | 15818                                                                | D                              |                                             |
| STOCK OPTION                    | 29.875                                                 | 6/7/99              | A       | 11866                                                              | A   | 6/7/00                                                   | 6/7/09          | COMMON STOCK 11866                           |                                 | 11866                                                                | D                              |                                             |

**Explanation of Responses:**

**SIGNATURE OF REPORTING PERSON**

/S/ L. STELMACH  
DATE  
3/10/00

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**End of Filing**

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