

DOLLAR GENERAL CORP

Reported by **KNIGHT BILL**

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/02/00 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

DOLLAR GENERAL CORP

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 3/2/2000 For Period Ending 2/21/2000

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 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

- 1. Name and Address of Reporting Person
- KNIGHT, BILL 100 MISSION RIDGE GOODLETTSVILLE, TN 37072
- 2. Date of Event Requiring Statement (Month/Day/Year) 2/21/2000
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION

DG

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

Table I Non-Deriva	tive Securities Benef	ficially Owned							
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form: Direct(D) or Indirect(I)		Beneficial Ownership			
COMMON STOCK		9384	D						
COMMON STOCK		1950		I		DAUGHTER			
Table II Derivative	e Securitites Benefic	cially Owned							
1.Title of Derivative Security	2.Date Exer- cisable and Expiration Date(Month/	3.Title and Amount of Underlying Securities			4. Con sion on exerc: price	or ise	5. Owner- ship Form of Deriv-		Nature of Indirect Beneficial Ownership

Security	cisable and Expiration Date(Month/ Day/Year) Date Expira-		of Underlying Securities	 Amount or	sion or exercise price of deri- vative	ship Form of Deriv- ative Security:	Beneficial Ownership
	Exer- cisable	tion Date	Title	Number of Shares	Security 	Direct(D) or Indirect(I)	
STOCK OPTION	6/1/03	12/1/03	COMMON STOCK	16387	4.0265	D	
STOCK OPTION	9/21/03	3/21/04	COMMON STOCK	9827	4.9912	D	
STOCK OPTION	9/21/03	3/21/04	COMMON STOCK	12285	4.9912	D	
STOCK OPTION		3/27/05	COMMON STOCK	23095	6.8813	D	
STOCK OPTION		3/27/05	COMMON STOCK	8656	6.8813	D	
STOCK OPTION		3/25/06	COMMON STOCK	8245	7.8643	D	
STOCK OPTION		3/25/06	COMMON STOCK	11001	7.8643	D	
STOCK OPTION	4/1/00	3/21/07	COMMON STOCK	13368	13.4144	D	
STOCK OPTION	4/1/00	3/21/07	COMMON STOCK	6683	13.4144	D	
STOCK OPTION	6/2/00	6/2/07	COMMON STOCK	5012	14.0288	D	
STOCK OPTION	4/1/00	8/25/07	COMMON STOCK	3963 	16.6912 	D	

STOCK OPTION	4/1/00	8/25/07	COMMON STOCK	1977	16.6912	D	
STOCK OPTION		8/25/07	COMMON STOCK	2065	16.6912	D	
STOCK OPTION		8/25/07	COMMON STOCK	2212	16.6912	D	
STOCK OPTION	8/25/00	8/25/07	COMMON STOCK	1485	15.5912	D	
STOCK OPTION	4/1/01	4/27/08	COMMON STOCK	9178	18.80	D	
STOCK OPTION	4/1/01	4/27/08	COMMON STOCK	4593	18.80	D	
STOCK OPTION	6/1/01	6/1/08	COMMON STOCK	3445	18.80	D	
STOCK OPTION	4/1/02	4/1/09	COMMON STOCK	8650	27.25	D	
STOCK OPTION	4/1/02	4/1/09	COMMON STOCK	4325	27.25	D	
STOCK OPTION	6/7/00	6/7/09	COMMON STOCK	3243	29.875	D	

Explanation of Responses: SIGNATURE OF REPORTING PERSON

/S/ BILL KNIGHT DATE 3/1/2000

End of Filing



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