

DOLLAR GENERAL CORP Reported by HOLLAND JOHN B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/17/03 for the Period Ending 03/13/03

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Holland John B.	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) [X] Director [] 10% Owner					
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	4. Statement for Month/Day/Year March 13, 2003	[] Officer (give [_] Other (specify title below)					
100 Mission Ridge	(voluntary)							
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)					
Goodlettsville, TN 37072			[X] Form filed by One Reporting Person [_] 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)	
								<u></u>		

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	10. Ownership 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)	\$10.48	03/13/03		A		5,726		03/13/04	03/13/13	Common Stock	5,726		5,726	D	

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Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See	<u>/s/ Susan S. Lanigan</u>	3/17/03
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		Date
	**Signature of Reporting Person	
	Attorney-in-Fact	
Note: File three copies of this Form, one of which must be manually signed. If space provided is in	sufficient, see Instruction 6 for procedure.	

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