

DOLLAR GENERAL CORP

Reported by **DICKSON REGINALD**

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

Form 4

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

OMB APPROVAL

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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

Dickson		III .			Trading Symbol Corporation (De	(Check al	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [_] 10% Owner						
(Last) 100 M	(Middle)	111		III .	tement for Month/Day/Y		[] Officer (give [] Other (specify title below) below)						
Goodletts	(Street) ville, TN	37072			- III	Amendment, Date of Ori th/Day/Year)	ginal	(Check A [X] Form	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	e I - No	n-Dei	rivative Securi	acquired, Disposed of, or Beneficially ned						
1. Title of Security (Instr. 3)		2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if	3. Transac Code (Instr. 8)	ction	4. Securities Acquired (A) or Dis (D) (Instr. 3, 4 and 5)			sposed of Securities Beneficially Owned Following		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(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)

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)	4. Transaction 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)	Securities Beneficially Owned	Ownership Form of	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		A		4,096 (1)		02/21/01	02/21/10	Common Stock	4,096(1)		4,096(1)	D	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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
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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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