

DOLLAR GENERAL CORP
 Form 5
 March 17, 2003

Form 5

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

OMB APPROVAL
 OMB Number:
 3235-0362

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
 OWNERSHIP**

Expires: January
 31, 2005

Check box if no longer subject to Section 16. Form 4 or Form 5

Estimated average burden hours per response. . . 1.0

obligations may continue. See

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

Instruction 1(b).

Section 30(h) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

2. Issuer Name **and** Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Dickson Reginald D.

Dollar General Corporation (DG)

Director

(Last) (First) (Middle)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

10% Owner
 Officer (give title below)
 Other (specify title below)

January 31, 2003

100 Mission Ridge (Street)

5. If Amendment, Date of Original (Month/Year)

below)

7. Individual or Joint/Group Filing

Goodlettsville

(Check Applicable Line)

TN

Form filed by One Reporting Person

37072

Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) Amount (A) or Price (D)	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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 Instructions 4(b)(v).

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 2270 (9-02)

FORM 5
(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)	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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Stock Option (Right to Buy)	\$15.37	03/18/02		A	3,904	03/18/03 03/18/12	Common Stock	3,904

Explanation of Responses:

** Intentional misstatements or omissions of facts /s/ **Reginald D. Dickson** 3/14/03
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.

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