DOLLAR GENERAL CORP
Form 5
May 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL 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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[_] Form 3 Holdings Reported

[_] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Buffington, Melissa J.

(Last) (First) (Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072-2170

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Dollar General Corporation DG

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

February 2001

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

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

[_] Director [_] 10% Owner
[X] Officer (give title below) [_] Other (specify below)

Vice President and Chief Administrative Officer

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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 5-07/99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver-	5.	7.

1. Title of Derivative Security (Instr. 3)	sion or Exer-cise Price of Deriv-ative Secur-ity	3. Trans-action Date (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exer-cisable	Expira-tion Date	Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares
Stock Option/Emp/ Basic/2003-04-04	$21.25	04/04/00	A	26,475(1)	10/04/09	04/04/10	Common Stock	26,475(1
Stock Option/Emp/ Prem/2003-04-04	$21.25	04/04/00	A	13,237(2)	10/04/09	04/04/10	Common Stock	13,237(2

Explanation of Responses:

(1) Amount of derivative securities granted, as adjusted following a 5 for 4 stock split on May 22, 2000. The initial number of stock options granted on April 4, 2000, was 21,180. The initial exercise price of the stock options was $26.56. On February 2, 2001, the exercise price of the stock options was $21.25. The change in the exercise price was due to the 5 for 4 stock split on May 22, 2000.

(2) Amount of derivative securities granted, as adjusted following a 5 for 4 stock split on May 22, 2000. The initial number of stock options granted on April 4, 2000, was 10,590. The initial exercise price of the stock options was $26.56. On February 2, 2001, the exercise price of the stock options was $21.25. The change in the exercise price was due to the 5 for 4 stock split on May 22, 2000.

/s/ Melissa J Buffington — 5/06/2002

**Signature of Reporting Person — Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.