

DOLLAR GENERAL CORP
 Form 4
 March 17, 2003

Form 4

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

OMB APPROVAL

OMB Number:
 3235-0287

**STATEMENT OF CHANGES IN BENEFICIAL
 OWNERSHIP**

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).

**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* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

O Briant Stonie R. Dollar General Corporation (DG) Director 10% Owner
 (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Officer (give title below) Other (specify title below)
 100 Mission Ridge April 4, 2000 below)

(Street) 5. If Amendment, Date of Original Filing (Month/Day/Year) 7. Individual or Joint/Group Filing (Check Applicable Line) Executive Vice President, Operations
 Goodlettsville, TN 37072 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. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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(mm/dd/yy) Code V Amount (A) or (D) Price Reported (D) or Transaction(s) Indirect (I) (Instr. 3 and 4) (Instr. 4)

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).

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)**

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 or Number of Shares
Employee Stock Option (Right to Buy)	\$21.25	04/04/00		A	33,593(1)	10/04/09 04/04/10	Common Stock	33,593(1)
Employee Stock Option (Right to Buy)	\$21.25	04/04/00		A	16,793(2)	10/04/09 04/04/10	Common Stock	16,793(2)

Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 26,874 shares at an exercise price of \$26.5625.

(2) Adjusted for stock split on 05/22/00. Initial grant was 13,434 shares at an exercise price of \$26.5625.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	<u>/s/ Stonie R. O Briant</u> _____ **Signature of Reporting Person	<u>3/11/03</u> Date
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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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