

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  
 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**

Form 3 Holdings  
 Reported

Form 4  
 Transactions  
 Reported

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Gee E. Gordon			Dollar General Corporation (DG)		[X] Director <input type="checkbox"/>	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year	[ ] 10% Owner <input type="checkbox"/>	[ ] Officer (give title below) <input type="checkbox"/>
				January 31, 2003		
100 Mission Ridge (Street)					below)	
Goodlettsville			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
TN					[X] Form filed by One Reporting Person	
37072					[ ] Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**/s/ E. Gordon Gee** 3/14/03

\*\*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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