

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

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

Estimated average burden hours per response. . . 0.5

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)
Warner Robert I.	Dollar General Corporation (DG)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below)
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	<input type="checkbox"/> Other (specify title below)
100 Mission Ridge	4. Statement for Month/Day/Year April 4, 2000	below)
(Street)	5. If Amendment, Date of Original Filing (Month/Day/Year)	Vice President, General Merchandising Manager
Goodlettsville, TN 37072		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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	22,768(1)	10/04/09 04/04/10	Common Stock	22,768(1)
Employee Stock Option (Right to Buy)	\$21.25	04/04/00		A	11,381(2)	10/04/09 04/04/10	Common Stock	11,381(2)

Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 18,214 shares at an exercise price of \$26.5625.

(2) Adjusted for stock split on 05/22/00. Initial grant was 9,105 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/ Robert I. Warner</u>	<u>3-7-03</u>
	***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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