

DOLLAR GENERAL CORP  
 Form 5  
 March 14, 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

Estimated average  
 burden  
 hours per response.

- 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**

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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)
Buffington	Dollar General Corporation (DG)	<input type="checkbox"/> Director <input type="checkbox"/>
Melissa		10% Owner
J.		<input checked="" type="checkbox"/> Officer (give <input type="checkbox"/>
(Last)	(First)	Other (specify

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year	title below) below)
	January 31, 2003	

100 Mission Ridge

Senior Vice President,  
 Human Development and  
 Planning

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

TN

One Reporting Person

37072

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

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).

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(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

Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	25,200	(1)	08/12/12	Common Stock	25,200
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Explanation of Responses:

(1)

The option vests in four equal annual installments beginning on August 12, 2003.

\*\* Intentional misstatements or omissions of facts /s/ **Melissa J. Buffington** 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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