

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 **and** Ticker or Trading Symbol

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

Gee E. Gordon

Dollar General Corporation (DG)

Director

(Last) (First) (Middle)

3. I.R.S. Identification
 Number of Reporting
 Person, if an entity
 (voluntary)

4. Statement for
 Month/Year

10% Owner
 Officer (give
 Other (specify

January 31, 2003

title below)

100 Mission Ridge
 (Street)

below)

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

7. Individual or Joint/Group
 Filing
 (Check Applicable Line)

Goodlettsville

Form filed by One
 Reporting Person

TN

Form filed by More than
 One Reporting Person

37072

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially
 Owned**

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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).

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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)
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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