DOLLAR GENERAL CORP
Form 5
March 19, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

[_] Form 3 Holdings Reported

[_] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Lewis, Robert A.

(Last) (First) (Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Dollar General Corporation DG

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

February 2002

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

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

[_] Director [_] 10% Owner

[X] Officer (give title below) [_] Other (specify below)

0Officer/Other
Description Vice President, Controller

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7. Individual or Joint/Group Filing
(Check applicable line)

[X] Form filed by one Reporting Person
[_] 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Common Stock	01/24/2002(1)	A	2,000	A	

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 5-07/99)

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 (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares
Stock Option/Emp/ Spec/2002-01-28	$15.94	01/28/02	A	(A)	18,650	07/28/11	01/28/12	Common Stock	18,650
Stock Option/Emp/ Spec/2003-01-28	$15.94	01/28/02	A	(A)	18,650	07/28/11	01/28/12	Common Stock	18,650
Stock Option/Emp/ Spec/2002-01-28	$15.94	01/28/02	A	(A)	9,300	07/28/11	01/28/12	Common Stock	9,300
Stock Option/Emp/ Spec/2003-01-28	$15.94	01/28/02	A	(A)	9,300	07/28/11	01/28/12	Common Stock	9,300
Stock Option/Emp/ Spec/2002-01-28	$15.94	01/28/02	A	(A)	28,399	07/29/02	01/28/12	Common Stock	28,399

Explanation of Responses:

(1) Restricted stock grant made pursuant to a resolution of the Corporate Governance and Compensation Committe on Decemgber 14, 2002

/s/ Robert A. Lewis — 3/18/2001

**Signature of Reporting Person — Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.