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DOLLAR GENERAL CORP
Form POS AM
August 20, 2002

As filed with Securities and Exchange Commission on August 20, 2002

Registration No. 333-80655

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction of
incorporation or organization)

61-0502302
(I.R.S. employer identification
number)

Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072
(615) 855-4000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Please address a copy of all communications to:
Susan S. Lanigan,
Vice President, General Counsel and Corporate Secretary
Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072
(615) 855-4000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
Gregory V. Gooding
Debevoise & Plimpton
919 Third Avenue
New York, New York 10022
(212) 909-6000

Approximate date of commencement of the proposed sale to the public:
From time to time after this Registration Statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, check the following box.

This Post-Effective Amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933, on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

On June 14, 1999 Dollar General Corporation ("Dollar General") filed a registration statement on Form S-3 No. 333-80655 (the "Registration Statement") which registered 3,750,000 shares of Dollar General common stock, par value \$.50 per share (the "Common Stock"), for sale by Dollar General pursuant to the Dollar General Direct Stock Purchase Plan, effective June 14, 1999 (the "Plan"). The Plan promotes long-term ownership in Dollar General by (i) offering shareholders and non-shareholders a cost-effective method of purchasing shares of Dollar General directly from Dollar General; (ii) enabling shareholders to increase their holdings in Dollar General by reinvesting their cash dividends; and (iii) enabling current participants of the Plan to purchase additional shares of Dollar General by reinvesting their cash investments. 404,269 shares of Common Stock have been sold pursuant to the Registration Statement. Dollar General hereby amends the Registration Statement to deregister the 3,345,731 shares of Common Stock that remain unsold pursuant to the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Dollar General Corporation (i) certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this post-effective amendment No. 1 on Form S-3 and (ii) has duly caused this post-effective amendment No. 1 to the registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on August 12, 2002.

DOLLAR GENERAL CORPORATION

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By: /s/ Cal Turner

Name: Cal Turner

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment No. 1 to the registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Cal Turner ----- Cal Turner	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 12, 2002
/s/ Donald S. Shaffer ----- Donald S. Shaffer	President and Chief Operating Officer	August 12, 2002
/s/ James J. Hagan ----- James J. Hagan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 12, 2002
/s/ Robert A. Lewis ----- Robert A. Lewis	Vice President and Controller	August 12, 2002
/s/ David L. Bere ----- David L. Bere	Director	August 12, 2002
/s/ Dennis C. Bottorff ----- Dennis C. Bottorff	Director	August 12, 2002
/s/ Barbara L. Bowles ----- Barbara L. Bowles	Director	August 12, 2002
/s/ James L. Clayton ----- James L. Clayton	Director	August 12, 2002
/s/ Reginald D. Dickson ----- Reginald D. Dickson	Director	August 12, 2002
/s/ E. Gordon Gee		

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----- E. Gordon Gee	Director	August 12, 2002
/s/ John B. Holland ----- John B. Holland	Director	August 12, 2002
/s/ Barbara M. Knuckles ----- Barbara M. Knuckles	Director	August 12, 2002
/s/ James D. Robbins ----- James D. Robbins	Director	August 12, 2002
/s/ David M. Wilds ----- David M. Wilds	Director	August 12, 2002
/s/ William S. Wire II ----- William S. Wire II	Director	August 12, 2002