

DOLLAR GENERAL CORP
Form 4
April 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

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**

.. 0.5

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)	
			Dollar General Corporation (DG)			
Clayton	James	L.			<input checked="" type="checkbox"/> Director <input type="checkbox"/>	
(Last)	(First)	(Middle)			10% Owner	
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		<input type="checkbox"/> Officer (give title below)	
			April 16, 2003		<input type="checkbox"/> Other (specify title below)	
100 Mission Ridge					below)	
(Street)						
			5. If Amendment, Date of Original Filing (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Goodlettsville, TN 37072					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)			<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 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			

4)

Common Stock	04/16/03	P	17,000	(A)	\$13.70	423,120	(D)
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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 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
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(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 Conversion Derivative Security (Instr. 3) 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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Explanation of Responses:

** Intentional misstatements or omissions of /s/ Susan S. Lanigan
facts constitute Federal Criminal

4/17/03
Date

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

**Signature of Reporting
Person

Attorney-in-Fact

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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