

Edgar Filing: DOLLAR GENERAL CORP - Form 4

(mm/dd/yy) Code V Amount (A) or (D) Price Reported (D) or Transaction(s) Indirect (I) (Instr. 3 and 4) (Instr. 4)

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 a currently valid OMB Number.

(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 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$21.25	04/04/00		A	33,593(1)	10/04/09 04/04/10	Common Stock	33,593(1)
Employee Stock Option (Right to Buy)	\$21.25	04/04/00		A	16,793(2)	10/04/09 04/04/10	Common Stock	16,793(2)

Explanation of Responses:

- (1) Adjusted for stock split on 05/22/00. Initial grant was 26,874 shares at an exercise price of \$26.5625.
- (2) Adjusted for stock split on 05/22/00. Initial grant was 13,434 shares at an exercise price of \$26.5625.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	<u>/s/ Stonie R. O Briant</u> _____ **Signature of Reporting Person	<u>3/11/03</u> Date
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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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