## DOLLAR GENERAL CORP

Form 5

March 17, 2003

March 1/	, 2003										
	Form 5	U	COM	URITIES AND EXCHA MISSION on, D.C. 20549	NGE	OMB APPROVAL OMB Number: 3235-0362					
[_]	Check box if no longer subject to Section 16. Form 4 or Form 5	1	UAL STATEMENT O OWN oursuant to Section 16(	Expires: January 31, 2005 Estimated average burden hours per response.							
[_]	obligations may continue. See		f 1934, Section 17(a) of the Public Utility Holding Company								
[_]	Instruction 1(b).	Ç.	Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
	Form 3 Holdings Reported	Se	ection 30(n) of the Inves	stment Company Act of	1940						
	Form 4 Transactions Reported										
1. Name and Address of Reporting Person*		2. Issuer Name <b>and</b> Tio	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [_]								
(Last)	Holland John B. (First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year  January 31, 2003	10% C  [ ] Off Other (	Owner icer (give [_] specify					
	100 Mission Ridge (Street)			5. If Amendment, Date of Original (Month/Year)	Filing (Check A						
Goodletts	sville				Reporting						
TN						filed by More than orting Person					
37072											
(City)	(State)	(Zip)	Table I - Non-Deriva	tive Securities Acquired Owned	l, Dispose	d of, or Beneficially					

### Edgar Filing: DOLLAR GENERAL CORP - Form 5

1. Title of	2. Trans-	2A.	3.	4. Securities Acquired		5. Amount	6.	7. Nature of	
Security	action	Deemed	Transaction	(A) or Disposed of (D)			of Securities	Owner-	Indirect
(Instr. 3)	Date	Execution	Code	(Instr. 3, 4 and 5)			Beneficially	ship	Beneficial
	(mm/dd/yy)	Date, if	(Instr. 8)	Amount	(A)	Price	Owned at	Form:	Ownership
		any			or		the end of	Direct	(Instr. 4)
		(mm/dd/yy)			(D)		Issuer's	(D) or	
					( )		Fiscal Year	Indirect	
								(I)	
							(Instr. 3 and	(Instr.	
							4)	4)	

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

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 2270 (9-02)

# FORM 5 Table II - Derivative Securities Acquired, Disposed of, or Beneficially (continued) Owned (e.g., puts, calls, warrants, options, convertible securities)

1.Title of	2.	3.	3A. Deemed	4.	5.	6. Date Exer	cisable	7. Title a	nd	8. Price of
Derivative	Conversion	Transaction	Execution	Transac	ti <b>Nu</b> mber	and Expiration	on Date	Amount	of	Derivative
Security	or	Date	Date, if any		of	(mm/dd/yy)		Underlyi	_	Security
(Instr.3)	Exercise	(mm/dd/yy)	(mm/dd/yy)	-	Derivative	<b>;</b>		Securitie		(Instr. 5)
	Price of			8)	Securities			(Instr. 3 a	and 4)	
	Derivative				Acquired					
	Security				(A) or					
					Disposed of (D)					
					(Instr. 3,					
					4 and 5)					
									Amount	
									or	
				Code V	(A) (D)	Date	Expiration	Title	Number	
					( ) ( )	Exercisable	Date		of	
									Shares	
Stock										
Option	¢15 27	02/19/02		٨	2 004	03/18/03	03/18/12	Common	2 004	
(Right to	\$15.37	03/18/02		A	3,904	03/18/03	03/18/12	Stock	3,904	
Buy)										

<sup>\*</sup> If the form is filed by more than one reporting person, see Instructions 4(b)(v).

### Edgar Filing: DOLLAR GENERAL CORP - Form 5

### Explanation of Responses:

\*\* Intentional misstatements or omissions of facts /s/ John B. Holland constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Potential persons who are to respond to the collection of information contained in this form are not

Page 2

required to respond unless the form displays a currently valid OMB Number.