

DOLLAR GENERAL CORP  
Form 4  
March 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

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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**

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|                                          |         |          |                                                                                         |  |                                                                                                                                                                                                                |  |
|------------------------------------------|---------|----------|-----------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                                      |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                     |  |
| Holland John B.                          |         |          | Dollar General Corporation (DG)                                                         |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/>                                                                                                                                          |  |
| (Last)                                   | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)           |  | <input type="checkbox"/> 10% Owner <input type="checkbox"/>                                                                                                                                                    |  |
|                                          |         |          | 4. Statement for Month/Day/Year                                                         |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/>                                                                                                                                   |  |
|                                          |         |          | March 13, 2003                                                                          |  | Other (specify title below)                                                                                                                                                                                    |  |
| 100 Mission Ridge<br>(Street)            |         |          |                                                                                         |  | below)                                                                                                                                                                                                         |  |
| Goodlettsville, TN 37072                 |         |          | 5. If Amendment, Date of Original Filing (Month/Day/Year)                               |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| (City)                                   | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |                                                                                                                                                                                                                |  |

| 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------|----------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------|
|                                 |                                |                                              | Code V                         | Amount (A) or (D)                                                 | Price                                                                                         |                                                                 |                                                       |

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).

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(mm/dd/yy) | 3A. Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 4. Transaction<br>Code<br>(Instr.<br>8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6. Date Exercisable<br>and Expiration Date<br>(mm/dd/yy) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                      |                                                       | Code V                                  | (A) (D)                                                                                                           | Date<br>Exercisable                                      | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$10.48                                                               | 03/13/03                             |                                                       | A                                       | 5,726                                                                                                             | 03/13/04                                                 | 03/13/13                                                                  | Common<br>Stock                                     | 5,726                                  |

Explanation of Responses:

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

3/17/03

Date

\*\*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.

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