

Edgar Filing: DOLLAR GENERAL CORP - Form 4

DOLLAR GENERAL CORP
Form 4
June 11, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Turner, James S.

(Last)

(First)

(Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION "DG"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

May, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

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[X] Form filed by one Reporting Person
 [_] 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock						
Common Stock						
Common Stock	5/10/01	J(1)		16,439,246	D	(1)
Common Stock						
Common Stock						
Common Stock						
Common Stock						
Common Stock						
Common Stock						

(1) See attached sheet

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

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- (b) If the Exchange Price was greater than the Equity Appreciation Cap, the Exchange Amount would be that fraction of a share having a value (based on the Exchange Price) equal to the Equity Appreciation Cap.

As a result of stock splits by Dollar General Corporation after the date of the Forward Purchase Contract, the Contract Commitment was adjusted to 16,439,246 shares and the Equity Appreciation Cap was effectively adjusted to \$27.2592.

In consideration therefor, the Trust received an aggregate purchase price of \$245,021,649. The Trust delivered to a collateral agent the number of shares equal to the Contract Commitment to secure its obligations under the contract, but retained all dividend and voting rights in the shares prior to settlement. The Trust could accelerate settlement of the Forward Purchase Contract in whole or in part prior to May 14, 2001 under certain circumstances.

On May 14, 2001, the Trust delivered to the Dollar General STRYPES Trust 16,439,246 shares of Dollar General common stock in settlement of its obligations under the Forward Purchase Contract.

/s/ James S. Turner

6/11/2001

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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

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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