DOLLAR GENERAL CORP Form 5 May 02, 2002

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

FORM 5

	ANNUAL 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 obligation may continue. See Instruction 1(b).									
[X]	Form 3 Holdings Reported									
[_]	Form 4 Transactions Reported									
1.	Name and Address of Reporting Person*									
	Bottorff, Dennis C.									
((Last) (First) (Middle)									
	100 Mission Ridge									
	(Street)									
	Goodlettsville, TN 37072-2170									
	(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									
	February 1999									
5.	If Amendment, Date of Original (Month/Year)									

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

	[X] [_]	Director Officer (give title below)	[_] [_]	_	0% Ow ther		fy below)			
7.	<pre>Individual or Joint/Group Filing (Check applicable line) [X] Form filed by one Reporting Person [_] Form filed by more than one Reporting Person</pre>									
		Table I Non-Derivative	======================================	==== cqui	==== red,	===== Dispos	======================================			
			icially Owned							
							4. Securities Acqu Disposed of (D) (Instr. 3, 4 an		(A) o	r
1. Title		Security)	Transaction Date (mm/dd/yy)	T C	ode	ction . 8)	Amount	(A) or (D)	Pr	ice
Commo	on St	ock			3					
		orm is filed by more than one ruction 4(b)(v).	reporting pe	==== erso	===== n,			====	:	===:
							(over) SEC 2270 (3-99)			
FORM	5 (c	continued)								
		Derivative Securities Acq (e.g., puts, calls, warrants	, options, co	onve	rtibl	e secu	rities)			
			=				=			

1.	Conver- sion or Exer- cise Price of Deriv- ative Secur-	3. Trans- action Date (Month/ Day/		Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			
Title of									or
Derivative Security						Date Exer-	_		Number of
(Instr. 3)	ity	Year)	8)	(A)		cisable		Title	~ _
Stock Option/ Director/98-06-01	\$31.00	06/01/98	Α	1 , 935	(2)	06/01/99	06/01/08	Common Stock	1,935(2)
	======	=======		======	======				

Explanation of Responses :

/s/ Dennis C. Bottorff 04-26-2002

** Signature of Reporting Person Date
Dennis C. Bottorff

** 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 is insufficient, See Instruction 6 for procedure.

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

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Form 5 (continued)

FOOTNOTE Descriptions for Dollar General Corporation DG

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Dennis C. Bottorff 100 Mission Ridge Goodlettsville, TN 37072-2170

Explanation of responses:

- (1) Amount of securities owned following adjustment for a 5 for 4 stock split on September 21, 1998. On April 27, 1998, Mr. Bottorff owned 1000 shares.
- (2) Amount of derivative securities granted, as adjusted following a 5 for 4 stock split on September 21, 1998. The initial number of stock options granted on June 1, 1998, was 1,548. The initial exercise price of the stock options was \$38.75. On January 29, 1999, the exercise price of the stock options was \$31.00. The change in the exercise price was due to the 5 for 4 stock split on September 21, 1998.

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