DOLLAR GENERAL CORP Form 5 May 03, 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

	Section 30(f) o	f the Investment Comp	pany Act of 1940	0
[X]	Check box if no longer s may continue. See Instruc		Form 4 or Form	m 5 obligations
[_]	Form 3 Holdings Reported			
[_]	Form 4 Transactions Repor	ted		
1.	Name and Address of Repor	ting Person*		
		Treadway, Gregg S.		
((Last)	(First)	(Middle))
		100 Mission Ridge		
		(Street)		
	Good	lettsville, TN 37072-	-2170	
((City)	(State)	(Zip)	
2.	Issuer Name and Ticker or	Trading Symbol		
	Dolla	r General Corporation	n DG	
3.	IRS Identification Number	of Reporting Person,	if an Entity	(Voluntary)
4.	Statement for Month/Year			
		February 2002		
5.	If Amendment, Date of Ori	ginal (Month/Year)		

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

[_] 10% Owner

[_] Other (specify below)

tions							
7. Individual or Joint/Group Filing (Check applicable line)							
[X] Form filed by one Reporting Person [_] Form filed by more than one Reporting Person							
		ed of,	=				
2	2	Disposed of (D) (Instr. 3, 4 and	nd 5)				
Transaction Date (mm/dd/yy)	Transaction Code (Instr. 8)	Amount	(A) or (D)	Price			
02/15/2001	L	38	А				
03/15/2001	L	84	A	\$1,500.00			
05/15/2001	L	84	A	\$1,500.00			
06/15/2001	L	83	A	\$1,500.00			
07/16/2001	L	71	A	\$1,500.00			
08/15/2001	L	86	А	\$1,500.00			
09/17/2001							
	Person Reporting Pe Securities Acicially Owned Color of the color of	Person Reporting Person Securities Acquired, Disposicially Owned 2. 3. Transaction Transaction Date Code (mm/dd/yy) (Instr. 8) 02/15/2001 L 03/15/2001 L 05/15/2001 L 06/15/2001 L 07/16/2001 L 08/15/2001 L	Person Reporting Person Securities Acquired, Disposed of, icially Owned 4. Securities Acquired, Disposed of, icially Owned 2. 3. Transaction Transaction Date Code Amount (mm/dd/yy) (Instr. 8) 02/15/2001 L 38 03/15/2001 L 84 04/16/2001 L 70 05/15/2001 L 84 06/15/2001 L 83 07/16/2001 L 83 07/16/2001 L 83 07/16/2001 L 83 07/16/2001 L 86 09/17/2001 L 86	Person Reporting Person 3. Securities Acquired, Disposed of, icially Owned 4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Transaction (A) Date Code Amount or (mm/dd/yy) (Instr. 8) (D) 02/15/2001 L 38 A 03/15/2001 L 84 A 04/16/2001 L 70 A 05/15/2001 L 84 A 06/15/2001 L 83 A 07/16/2001 L 83 A 07/16/2001 L 83 A 07/16/2001 L 83 A			

(Print or Type Responses)

(Over)

(Form 5-07/99)

[_] Director

[X] Officer (give title below)

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

FORM 5 (continued)

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

	2. Conversion or Exercise 3.			5. Number of Derivative Securities Acquired (A) or Disposed				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1.	Price of	Trans- action	4. Trans-	or Dispose of (D)		_	on Date Day/Year)		 Amount
Title of	Deriv-	Date	action	(Instr					or
Derivative		(Month/		4 and 5			Expira-		Number
Security		Day/				Exer-			of
(Instr. 3)	ity	Year)	8)	(A)	(D)	cisable	Date	Title	Shares
Stock Option/Emp/ Spec/2001-02-26	\$19.55	02/26/01	Α	55 , 900		08/31/01	02/26/11	Common Stock	55 , 900

Explanation of Responses:

(1) All options were cancelled prior to vesting.

** 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.

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.