

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.
 . . . 0.5

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**

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Clayton James L.		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)	4. Statement for Month/Day/Year	<input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
				February 21, 2000	
100 Mission Ridge (Street)				5. If Amendment, Date of Original Filing (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

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 (A) or Price (D)	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
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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).

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 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (mm/dd/yy)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$14.65	02/21/00		A	4,096(1)	02/21/01	02/21/10	Common Stock	4,096(1)

Explanation of Responses:

(1) Adjusted for stock split on 05/22/00. Initial grant was 3,277 shares at an exercise price of \$18.3125.

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

/s/ James L. Clayton

**Signature of Reporting Person

3-17-03

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.

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