## DOLLAR GENERAL CORP Form 5 March 19, 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 obligations may continue. See Instruction $1(b)$ .
[_]	Form 3 Holdings Reported
[_]	Form 4 Transactions Reported
1.	Name and Address of Reporting Person*
	Turner, Cal Jr.,
	(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 2002
5.	If Amendment, Date of Original (Month/Year)

[X] 10% Owner

6. Relationship of Reporting Person to Issuer

(Check all applicable)

[X] Director

[X] Officer (give title below) [\_] Other (specify below)

Chairman, Chief Executive Officer (CEO)

 Individual or Joint/Group Filing (Check applicable line)

Common Stock

Common Stock

- [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

Amount of O
Securities Acquired (A) or Securities s
Disposed of (D) Disposed of (D)

(Instr. 3, 4 and 5)

Owned at End D

of Issuer's 2. 3. 1. Transaction Transaction (A) Fiscal Year Indi
Title of Security Date Code Amount or Price (Instr. 3 (I)
(Instr. 3) (mm/dd/yy) (Instr. 8) (D) and 4) (Instr. 8) 02/23/2001 G 1,000(1) D Common Stock 1,267 D Common Stock 04/10/2001 G D 04/11/2001 G 905 D Common Stock D \_\_\_\_\_\_ 10/02/2001 G 500,000 A 5,714,094 D Common Stock -----11,075 I Common Stock Common Stock Common Stock 1,881,513 I 1,293,620 I Common Stock 1,531,181 I Common Stock \_\_\_\_\_ 1,881,036 I Common Stock 31,625,784 I Common Stock

\_\_\_\_\_\_

\_\_\_\_\_\_

272**,**779 I

150,000 I

5.

Common Stock								65 I
Common Stock								58 I
Common Stock							727,5	87 I
	=======						=======	
* If the form is 4(b)(v).	s filed by	more tha	n one Re	porting Person	n, see	Instructi	on	
Reminder: Report o			for each	class of secu	rities b	eneficial	ly	
	(	Print or	Type Resp	onses)				
(Form 5-07/99)						(Ove	r)	
FORM 5 (continued)								
	C	.; + ; 7				11 0		
Table II Derivat (e.g., put				sposed of, or in a convertible s				
			======	.========	=======	=======	==	
	2. Conver-			5.			7.	
					itle and Amount f Underlying			
	Exer- Securities Date				Securitie			
	cise Price	3. Trans-	4.	Acquired (A) or Disposed			(Instr. 3	
1.	of	action	Trans-	of (D)	(Month/Day/Year)			Amount
Title of Derivative		Date (Month/		(Instr. 3, 4 and 5)				or Number
Security	Secur-		(Instr.		Exer-	tion		of
(Instr. 3)		Year)		(A) (D)				
Stock Option/Emp/								
Spec/01-02-26	\$19.55	02/26/01	A	(A) 111,785	08/31/01	02/26/11	Common Stock	111,78
							000011	

Explanation of Responses:

(1) Gift of 100 shares each made to 10 different individuals.

/S/ Cal Turner Jr. 3/15/2002
-----\*\*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.

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.

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