

SHAFFER DON
Form 5
March 14, 2003

Form 5

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number:
3235-0362

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

Expires: January
31, 2005

Check box if no
longer subject to
Section 16. Form 4
or Form 5

Estimated average
burden
hours per response.

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**

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Form 3 Holdings
Reported

Form 4
Transactions
Reported

1. Name and Address of Reporting
Person*

2. Issuer Name **and** Ticker or Trading Symbol

6. Relationship of Reporting
Person(s) to Issuer

Shaffer

Dollar General Corporation (DG)

(Check all applicable)

Donald

Director

10% Owner

S.

Officer (give

Other (specify

(Last)

(First)

(Middle)

3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

4. Statement for
Month/Year

January 31, 2003

title below)

below)

100 Mission Ridge

Acting Chief Executive
Officer,

President and Chief Operating
Officer

(Street)

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

7. Individual or Joint/Group
Filing

(Check Applicable Line)

Form filed by One

Goodlettsville

Reporting Person
 Form filed by More than
 One Reporting Person

TN

37072

(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 of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial 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 Instructions 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 2270 (9-02)

FORM 5 (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 of Derivative Security (Instr. 5)
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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	137,600	(1)	08/12/12	Common Stock	137,600

Explanation of Responses:

(1)

The option vests in four equal annual installments beginning on August 12, 2003.

** Intentional misstatements or omissions of facts /s/ **Donald S. Shaffer** 3/9/03
 constitute Federal Criminal Violations. See 18
 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

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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