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DOLLAR GENERAL CORP Form 5

March 19, 2002

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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). | ons. |
| Form 3 Holdings Reported | |
| Form 4 Transactions Reported | |
| Name and Address of Reporting Person* | |
| Layne, Robert C. | |
| (Last) (First) (Middle) | |
| 100 Mission Ridge | |
| (Street) | |
| Goodlettsville, TN 37072-2170 | |
| (City) (State) (Zip) | |
| Issuer Name and Ticker or Trading Symbol | |
| Dollar General Corporation DG | |
| IRS Identification Number of Reporting Person, if an Entity (Voluntary) | |
| Statement for Month/Year | |
| February 2002 | |
| If Amendment, Date of Original (Month/Year) | |

6. Relationship of Reporting Person to Issuer

(Check all applicable)

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Vice President, Merchandising Support

| 7. Individual or Joint/Group Filir (Check applicable line) | ng | | | _ | |
|--|--------------------|----------------|---|------------------|--------|
| <pre>[X] Form filed by one Reportir [_] Form filed by more than or</pre> | | rson | | | |
| | | | | _ | |
| Table I Non-Derivative | | quired, Dispos | | = | |
| | | | 4. Securities Acq Disposed of (D (Instr. 3, 4 a |) nd 5) | (A) or |
| 1. Title of Security (Instr. 3) | Date (mm/dd/yy) | | Amount | (A) or (D) | |
| | | | | | |
| | | | | | |
| * If the form is filed by more that 4 (b) (v). | | | | | :===== |
| Reminder: Report on a separate line owned directly or indirectly. | e for each class | s of securiti | les beneficiall | У | |
| (Print or | Type Responses | 5) | | | |
| (Form 5-07/99) | | | (Over |) | |
| FORM 5 (continued) | | | | | |
| Table II Derivative Securities Active (e.g., puts, calls, warrant | s, options, con | nvertible secu | ırities) | = | |
| | | | _ | | |

2. Conver- 5. 7.

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| | sion or Exer- cise 3. Price Trans- | | 4. | Number of Derivative Securities Acquired (A) or Disposed | | 6. Date Exercisable and Expiration Date | | Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------|------------------------------------|-------------------------|---------------------------|--|-------|---|-----------------|--|--------------------|
| 1. | of | action | Trans- | of (D) | - | (Month/D | ay/Year) | | Amount |
| Title of Derivative Security | Deriv- ative Secur- | Date (Month/ Day/ | action Code (Instr. | (Instr 4 and | • | Date Exer- | Expira- tion | | or Number of |
| (Instr. 3) | ity | Year) | 8) | (A) | (D) | cisable | Date | Title | Shares |
| Stock Option/Emp/ Spec/2001-02-26 | \$19.55 | 02/26/01 | A | (A) | 8,895 | 08/31/01 | 02/26/11 | Common Stock | 8,895 |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

Explanation of Responses:

/s/ Robert C. Layne 3/18/2002

**Signature of Reporting Person Date

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.

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 $^{^{\}star\star}$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations.