

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**

· · 1.0

Section 30(h) of the Investment Company Act of 1940

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) |
|---------------------------------|--------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------|--|--------------------------------|---|--|--|---|

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).

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(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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 form are not
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