

HAGAN JAMES L
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

Estimated average
burden
hours per response.

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**

1.0

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
(Check all applicable)

Hagan

Dollar General Corporation (DG)

Director
10% Owner

James

Officer (give
Other (specify

J.

(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

Executive Vice President and

Chief Financial Officer

(Street)

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

7. Individual or Joint/Group
Filing

(Check Applicable Line)

Form filed by One
Reporting Person

Form filed by More than

Goodlettsville

TN

One Reporting Person

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)
				Amount (A) or Price (D)			

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)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number

Employee Stock Option (Right to Buy)	\$16.14	08/12/02	A	62,800	(1)	08/12/12	Common Stock	62,800
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Explanation of Responses:

(1)

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

** Intentional misstatements or omissions of facts /s/ **James J. Hagan** 3/14/03
 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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