### Edgar Filing: DOLLAR GENERAL CORP - Form 5

## 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 Rep	orted				
[_]	Form	4 Transactions	Reported				
1.	Name	and Address of	Reporting Person*				
			Sanderson,	Randy			
(	Last)		(Firs	t)	(Middle)		
100 Mission Ridge							
(Street)							
			Goodlettsville	, TN 37072-2170			
(	 City)		 (Stat	e)	(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)
- 6. Relationship of Reporting Person to Issuer (Check all applicable)

[_]	Director	[_]	10% Owner			
[X]	Officer (give title below)	[_]	Other (specify below)			

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Vice President

7. Individual or Joint/Group Filing (Check applicable line)	ā			-	
[X] Form filed by one Reporting		rson			
Table I Non-Derivative or Bene:	Securities Acc ficially Owned	quired, Dispos	ed of,		
			4. Securities Acqu Disposed of (D) (Instr. 3, 4 an	)	(A) or
1. Title of Security (Instr. 3)	Date	3. Transaction Code (Instr. 8)	Amount	(A) or (D)	Price
* If the form is filed by more that $4 \text{ (b) (v)}$ .	an one Report:	ing Person,	see Instruction		
Reminder: Report on a separate line owned directly or indirectly.	for each class	s of securiti	es beneficially		
(Print or	Type Responses	5)			
(Form 5-07/99)			(Over)		
FORM 5 (continued)					
Table II Derivative Securities Acc (e.g., puts, calls, warrants	s, options, cor	nvertible secu	rities)		

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	Conver-			5.				7.	
	sion			Number	of			Title and	l Amount
	or De:		Deriva	Derivative 6.		6.		of Underlying	
	Exer-	xer- Securities		ties	Date		Securities		
	cise	3.		Acquired (A)		Exercisable and		(Instr. 3 and 4)	
	Price	Trans-	4.	*		Expiration Date			
1.	of	action	Trans-	of (D)	-	(Month/D	ay/Year)		Amount
Title of	Deriv-	Date	action	(Instr	. 3,		_		or
Derivative	ative	(Month/	Code	4 and	5)	Date	Expira-		Number
Security	Secur-	Day/	(Instr.			Exer-	tion		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)	22,362	08/31/01	02/26/11	Common	22,362
-								Stock	

Explanation of Responses:

/s/ Randy Sanderson 3/18/2001
-----\*\*Signature of Reporting Person Date

 $^{\star\star}$  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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