

Edgar Filing: DOLLAR GENERAL CORP - Form 5

DOLLAR GENERAL CORP

Form 5

May 02, 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 Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Bottorff, Dennis C.

(Last)

(First)

(Middle)

100 Mission Ridge

(Street)

Goodlettsville, TN 37072-2170

(City)

(State)

(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 1999

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing
 (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

=====
 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	(A) or (D) Price
Common Stock		3		

If the form is filed by more than one reporting person,
 see instruction 4(b) (v).

(over)
 SEC 2270 (3-99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option/ Director/98-06-01	\$31.00	06/01/98	A	1,935 (2)	06/01/99 06/01/08	Common Stock 1,935 (2)

Explanation of Responses :

/s/ Dennis C. Bottorff

04-26-2002

** Signature of Reporting Person
Dennis C. Bottorff

Date

** 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 is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information
contained in this form are not

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Dennis C. Bottorff
100 Mission Ridge
Goodlettsville, TN 37072-2170

Explanation of responses:

- (1) Amount of securities owned following adjustment for a 5 for 4 stock split on September 21, 1998. On April 27, 1998, Mr. Bottorff owned 1000 shares.
- (2) Amount of derivative securities granted, as adjusted following a 5 for 4 stock split on September 21, 1998. The initial number of stock options granted on June 1, 1998, was 1,548. The initial exercise price of the stock options was \$38.75. On January 29, 1999, the exercise price of the stock options was \$31.00. The change in the exercise price was due to the 5 for 4 stock split on September 21, 1998.