

Edgar Filing: DOLLAR GENERAL CORP - Form 4

DOLLAR GENERAL CORP
Form 4
October 18, 2002

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Turner, James S.

(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. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

October 16, 2002

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

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

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

Former 10% owner

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. Trans- action 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)		
			Code	V	Amount	(A) or (D)	Price
Common Stock		10/16/02	J(1)	V	5,570,501	A(1)	
Common Stock		10/16/02	J(1)		22,282,004	D(1)	
Common Stock							
Common Stock							
Common Stock							
Common Stock							
Common Stock							
Common Stock							
Common Stock							

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FORM 4 (continued)

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

Table with 10 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security (Instr. 3), 3. Transaction Date (mm/dd/yy), 3A. Deemed Execution Date if any (mm/dd/yy), 4. Transaction Code (Instr. 8) Code V, 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), 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares. The table area is mostly blank with horizontal dashed lines.

Explanation of Responses:

(1) On October 16, 2002, the Turner Children Trust distributed an aggregate of 22,282,004 shares of Dollar General common stock to the beneficiaries of the trust. The reporting person is a co-trustee and one of four beneficiaries of the Turner Children Trust. Therefore, the reporting person is reporting the distribution of 22,282,004 shares by the trust to the beneficiaries, and the receipt of 5,570,501 shares as a result of the reporting person's one-quarter beneficial interest in the trust.

/s/ James S. Turner

10/16/2002

**Signature of Reporting Person

Date

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 Instruction 4(b) (v).

** Intentional misstatements or omissions of facts constitute Federal

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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.

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