

Edgar Filing: DOLLAR GENERAL CORP - Form 5

DOLLAR GENERAL CORP
Form 5
May 03, 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*

Treadway, Gregg 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. 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)

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

Officer/Other
 Description: Vice President, Operations

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	02/15/2001	L	38	A	\$750.00
Common Stock	03/15/2001	L	84	A	\$1,500.00
Common Stock	04/16/2001	L	70	A	\$1,500.00
Common Stock	05/15/2001	L	84	A	\$1,500.00
Common Stock	06/15/2001	L	83	A	\$1,500.00
Common Stock	07/16/2001	L	71	A	\$1,500.00
Common Stock	08/15/2001	L	86	A	\$1,500.00
Common Stock	09/17/2001	L	96	A	\$1,500.00

* If the form is filed by more than one Reporting Person, see Instruction 4(b) (v).

(Print or Type Responses)

(Over)

(Form 5-07/99)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	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	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option/Emp/ Spec/2001-02-26	\$19.55	02/26/01	A	55,900	08/31/01 02/26/11 (1)	Common Stock 55,900

Explanation of Responses:

(1) All options were cancelled prior to vesting.

/s/ Gregg S. Treadway

4/21/2002

**Signature of Reporting Person

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 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.

