

PERDUE DAVID A
Form 4
April 04, 2003

Form 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number:
3235-0287

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

Expires: January
31, 2005
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0.5

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. 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) |
| Perdue David A. | Dollar General Corporation (DG) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | <input checked="" type="checkbox"/> Officer (give title below) |
| 100 Mission Ridge | 4. Statement for Month/Day/Year April 2, 2003 | <input type="checkbox"/> Other (specify below) |
| (Street) | 5. If Amendment, Date of Original Filing (Month/Day/Year) | Chief Executive Officer |
| Goodlettsville, TN 37072 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (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 Following Reported | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------|--|--------------------------------|---|---|----------------------------------|---|
|---------------------------------|--------------------------------|--|--------------------------------|---|---|----------------------------------|---|

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| | | | | (A) or (D) | Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | |
|-----------------|------------|--|---|------------------|------------------------------------|----------------------------------|---|
| Common Stock | 04/02/2003 | | A | 78,865 | A | 78,865 | 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 Instruction 4(b)(v).

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(Over)
SEC 1474 (9-02)

**FORM 4
(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 Deriva Security (Instr. 3) | |
|---|---|--------------------------------------|---|---|---|--|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$12.68 | 04/02/2003 | | A | 500,000 | (1) | 04/02/2013 | Common Stock | 500,000 |
| Employee Stock Option (Right to Buy) | \$12.68 | 04/02/2003 | | A | 500,000 | (2) | 04/02/2013 | Common Stock | 500,000 |

Explanation of Responses:

- (1) The option vests as to 333,333 shares on the first anniversary of the grant date and as to 166,667 shares on the second anniversary of the grant date.
- (2) The option vests as to 166,666 shares on the second anniversary of the grant date and as to 333, 334 shares on the third anniversary of the grant date.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Susan S. Lanigan

**Signature of Reporting Person

04/04/2003
Date

Attorney-in-Fact

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.