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DOLLAR GENERAL CORP Form 4 May 07, 2002

U.S. 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(f) of the Investment Company Act of 1940	,
[_]	Check box if no longer subject to Section 16. Form 4 or Form 5 oblimay continue. See Instruction 1(b).	gations
1.	Name and Address of Reporting Person*	
	Knuckles, Barbara M.	
	(Last) (First) (Middle)	
	100 Mission Ridge	
	(Street)	
	Goodlettsville, TN 37072	
	(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 (Volunta	ry)
4.	Statement for Month/Year	
	April 2002	
5.	If Amendment, Date of Original (Month/Year)	
6.	Relationship of Reporting Person to Issuer (Check all applicable)	
	[X] Director [_] 10% Owner [_] Officer (give title below) [_] Other (specify below)	

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	Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
	2.	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially
1. Title of Security (Instr. 3)	Date	(Instr. 8) Code V	Amount	(A) or (D)	Price	of Month (Instr. 3 and 4)
Common Stock	04/04/2002		2,000			
Common Stock	04/04/2002	S	4,000	D	\$15.41	726
Reminder: Report on owned directly or inc * If the form is file 4(b)(v).	a separate line :	for each class	of securitie	es bene	ficially	
	ve Securities Acq			(conti		

2. Conversion

5. Number of 7. Title and Amount

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	or Exer- cise 3.		4. Trans-	Derivative Securities Acquired (A)				of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	-	(Month/ Day/ Year)	Code V	of(D) (Inst: 4 and (A)	5) (D)	(Month/D Date Exer- cisable	eay/Year) Expira- tion Date	Title	Amount or Number of Shares
									,
									:======

Explanation of Responses:

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

/s/ Barbara M. Knuckles 5/03/2002 _____ _____ ** Signature of Reporting Person Date

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 required to respond unless the form displays a currently valid OMB number. Page 2 SEC 1474 (3-99)

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