

Edgar Filing: SHAFFER DON - Form 5

SHAFFER DON
Form 5
March 19, 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*

Shaffer, Donald 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)

Director

10% Owner

Officer (give title below)

Other (specify below)

Edgar Filing: SHAFFER DON - Form 5

President / Chief Operating Officer

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)		Price
			Amount	(A) or (D)	
Common Stock	01/24/2002 (1)	A	20,000	A	

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 5-07/99)

FORM 5 (continued)

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

=====

2.
Conver-

5.

7.

Edgar Filing: SHAFFER DON - Form 5

1. Title of Derivative Security (Instr. 3)	sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	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	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares 5
Stock Option/Emp/ Spec/2002-01-28	\$15.94	01/28/02	A	(A) 51,300	07/28/11 01/28/12	Common Stock 51,300
Stock Option/Emp/ Spec/2003-01-28	\$15.94	01/28/02	A	(A) 51,300	07/28/11 01/28/12	Common Stock 51,300
Stock Option/Emp/ Spec/2002-01-28	\$15.94	01/28/02	A	(A) 25,650	07/28/11 01/28/12	Common Stock 25,650
Stock Option/Emp/ Spec/2003-01-28	\$15.94	01/28/02	A	(A) 25,650	07/28/11 01/28/12	Common Stock 25,650
Stock Option/Emp/ Spec/2002-01-28	\$15.94	01/28/02	A	(A) 178,141	07/29/02 01/28/12	Common Stock 178,141

Explanation of Responses:

(1) Restricted stock grant made pursuant to a resolution of the Corporate Governance and Compensation Committee on December 14, 2001

/s/ Donald S Shaffer

3/18/2002

**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.