

Edgar Filing: WARNER ROBERT I - Form 5

WARNER ROBERT I  
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

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1. Name and Address of Reporting Person\*

Warner, Robert I.

-----  
(Last)

(First)

(Middle)

100 Mission Ridge

-----  
(Street)

Goodlettsville, TN 37072-2170

-----  
(City)

(State)

(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Dollar General Corporation DG

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

February 2002

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

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

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

Vice President, General Merchandising Manager

7. Individual or Joint/Group Filing  
(Check applicable line)

- Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

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| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>Amount<br>or<br>(D)<br>Price |
|---------------------------------------|---|---|--|-------------------------------------|
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |
| -----                                 |   |   |  |                                     |

\* 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)

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

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Exer-<br>cisable | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|--|--|
| Stock Option/Emp/<br>Spec/01-02-26                     | \$19.55   | 02/26/01   | A   | (A) 22,360   | 08/31/01 02/26/11  | Common<br>Stock 22,360   |
| Stock Option/Emp/<br>Spec/02-01-28                     | \$15.94   | 01/28/01   | A   | (A) 28,399   | 07/29/02 01/28/12  | Common<br>Stock 28,399   |
| Stock Option/Emp/<br>Spec/02-01-28                     | \$15.94   | 01/28/02   | A   | (A) 9,231  | 07/29/02 01/28/12  | Common<br>Stock 9,231  |

Explanation of Responses:

|                                 |            |
|---------------------------------|------------|
| /s/ Robert I. Warner            | 03-15-2002 |
| -----                           | -----      |
| **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.

