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HAGAN JAMES L Form 5 March 20, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	Section 17(a) of th	tion 16(a) of the Securitiente Public Utility Holding Compa	ompany Act of 1935 or					
[_]	Check box if no longer subject to Section 16. Form 4 or Form 5 obligation may continue. See Instruction 1(b).							
[_]	Form 3 Holdings Repor	ted						
[_]	Form 4 Transactions F	deported						
1.	Name and Address of F	Reporting Person*						
		Hagan, James J.						
	(Last)	(First)	(Middle)					
		100 Mission Ridge						
		(Street)						
		Goodlettsville, TN 37072	-2170					
	(City)	(State)	(Zip)					
2.	Issuer Name and Ticke	er or Trading Symbol						
	Б	Oollar General Corporation	DG					
3.	IRS Identification Nu	umber of Reporting Person,	if an Entity (Voluntary)					
	Chalana L. Can Marth / V							
4.	Statement for Month/Y							
		February 2002						
5.	If Amendment, Date of	Original (Month/Year)						
6.	Relationship of Repor (Check all applicable	ting Person to Issuer						
	[_] Director	[_]	10% Owner					

[X] Officer (give title below) [_] Other (specify below)

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Exec. Vice President and Chief Financial Officer

7. Individual or Joint/Group Filin (Check applicable line)	ng			-	
<pre>[X] Form filed by one Reporting [_] Form filed by more than or</pre>		cson			
				-	
	e Securities Acc eficially Owned	quired, Dispos			
			4. Securities Acquire Disposed of (D) (Instr. 3, 4 ar	nd 5)	·
1. Title of Security (Instr. 3)	Transaction Date (mm/dd/yy)		Amount	(A) or Pri (D)	Price
Common Stock			10,000		
					_
* If the form is filed by more that 4 (b) (v) .					=
Reminder: Report on a separate line owned directly or indirectly.	e for each class	s of securiti	es beneficially	7	
(Print o	r Type Responses	5)			
(Form 5-07/99)			(Over)		
FORM 5 (continued)					
Table II Derivative Securities Ades (e.g., puts, calls, warrant	ts, options, cor	nvertible secu	rities)	=	

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1.	ative (Month/	Trans- 4.	4. Trans-	ion (Instr. 3, le 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Title of Derivative		Date (Month/	Date action (Month/ Code Day/ (Instr.			Date Expira- Exer- tion			or Number
Security (Instr. 3)		-		(A)	(D)	Exer- cisable		Title	of Shares
Stock Option/Emp/ Basic/2002-01-28	\$15.94	01/28/02	А	(A)	29,300	07/28/11	01/28/12	Common Stock	29,300
Stock Option/Emp/ Basic/2003-01-28	\$15.94	01/28/02	A	(A)	29,300	07/28/11	01/28/12	Common Stock	29,300
Stock Option/Emp/ Prem/2002-01-28	\$15.94	01/28/02	А	(A)	14,650	07/28/11	01/28/12	Common Stock	14 , 650
Stock Option/Emp/ Prem/2003-01-28	\$15.94	01/28/02	А	(A)	14,650	07/28/11	01/28/12	Common Stock	14,650
Stock Option/Emp/ Spec/2002-01-28	\$15.94	01/28/02	А	(A)	44,664	07/29/02	01/28/12	Common Stock	44,664

Explanation of Responses:

(1) Restricted stock grant made pursuant to a resolution of the Corporate Governance and Compensation Committee on February 26, 2001.

/s/ James J. Hagan 3/20/2002

**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.