

DOLLAR GENERAL CORP

Reported by
MILANA SUSAN

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/15/99 for the Period Ending 01/31/99

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

DOLLAR GENERAL CORP

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 3/15/1999 For Period Ending 1/31/1999

Address	100 MISSION RIDGE GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Form of Ownership (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$20.8640					08/25 1998	08/25 2007	Common Stock	19750		19750	D	
Stock Option	\$20.8640					02/25 2007	08/25 2007	Common Stock	31178		31178	D	
Stock Option	\$20.8640					02/25 2007	08/25 2007	Common Stock	30565		30565	D	
Stock Option	\$20.8640					08/25 1998	08/25 2007	Common Stock	15625		15625	D	
Stock Option	\$20.8640					02/25 2007	08/25 2007	Common Stock	15588		15588	D	
Stock Option	\$20.8640					02/25 2007	08/25 2007	Common Stock	15282		15282	D	
STOCK OPTION	\$29.5					04/01 2001	4/27 2008	COMMON STOCK	16712		16712	D	
STOCK OPTION	\$29.5					04/01 2001	4/27 2008	COMMON STOCK	8356		8356	D	
STOCK OPTION	\$31.00					6/1/ 1999	6/1 2008	COMMON STOCK	11691		11691	D	
STOCK OPTION	\$31.00					6/1/ 2000	6/1 2008	COMMON STOCK	11462		11462	D	

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/BOB CARPENTER

03/15/1999

**Signature of Reporting Person

Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

SEC 2270 (7-96)

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 OMD Number

MILANA, SUSAN A, TRUST

Dollar General Corporation

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