

DOLLAR GENERAL CORP

Reported by
CARPENTER BOB

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/10/98 for the Period Ending 07/31/98

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 4

(Statement of Changes in Beneficial Ownership)

Filed 8/10/1998 For Period Ending 7/31/1998

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

[] Check this box if no longer Subject to Section 16.

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 1940

OMB Number 3235-0287
Expires: September 30, 1998
Estimated ave. burden hours per response...0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
CARPENTER	BOBBY	R	Dollar General Corporation (DG)		Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Officer Other ---(give title below) --- (Specify below)	
104 Woodmont Blvd., Suite 300			4. Statement for Month/Year		EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Nashville	TN	37205			X Form filed by One Reporting Person --- Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Trans. Code (Instr. 8)		4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) (D)	Price			
Common Stock	07/13/1998	M		13937	A	\$6.2914			
Common Stock	07/13/1998	M		8816	A	\$6.2914			
Common Stock	07/13/1998	M		26457	A	\$7.7987			
Common Stock	07/13/1998	M		790	A	\$7.7987			
Common Stock	07/13/1998	S		50000	D	\$45.3105			
Common Stock	07/15/1998	M		25000	A	\$7.7987			
Common Stock	07/15/1998	S		25000	D	\$465.7425	100000	D	
Common Stock							4149	I	ESOP
Common Stock							257863	I	TTEE, 1994 TURNER III TRUST
Common Stock	02/01/1998	G(1)		130326	A	-	130326	I	CO-TTEE HCT GENER. SKIPPING TRUST

Reminder: Report on a separate line for each class securities owned directly or indirectly.
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

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 Month (Instr. 4)	10. Form of Ownership (D) or Dir. (I)	11. Nature of Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$6.2914						06/01/1903	12/01/2003	Common Stock	44057		44057	D	
Stock Option	\$6.2914	07/13/1998	M			13937	04/01/1997	12/01/2003	Common Stock	13937	\$6.2914	0	D	
Stock Option	\$6.2914	07/13/1998	M			8816	04/01/1997	12/01/2003	Common Stock	8816	\$6.2914	0	D	
Stock Option	\$7.7987	07/13/1998	M			26457	03/21/1995	03/21/2004	Common Stock	26457	\$7.7987	0	D	
Stock Option	\$7.7987	07/13/1998	M			790	04/01/1996	03/21/2004	Common Stock	790	\$7.7987			
Stock Option	\$7.7987	07/15/1998	M			25000	04/01/1996	03/21/2004	Common Stock	25000	\$7.7987	7138	D	
Stock Option	\$7.7987						04/01/1997	03/21/2004	Common Stock	41478		41478	D	
Stock Option	\$10.7520						03/27/1995	03/27/2005	Common Stock	51610		51610	D	
Stock Option	\$10.7520						04/01/1998	03/27/2005	Common Stock	25815		25815	D	
Stock Option	\$10.7520						04/01/1998	03/27/2005	Common Stock	19358		19358	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/BOBBY R. CARPENTER

08/10/1998

**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 1474 (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

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1.Name and Address of Reporting Person*			2.Issuer Name and Ticker or Trading Symbol		6.Relationship of Reporting Person to Issuer (Check all Applicable)	
CARPENTER	BOBBY	R	Dollar General Corporation (DG)		Director	10% Owner
(Last)	(First)	(MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/Year July 1998	X Officer	Other
104 Woodmont Blvd., Suite 300					---(give title below) ---(Specify below)	
(Street)			5.If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER	
Nashville	TN	37205			X Form filed by One Reporting Person --- Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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		Code	V	Amount	(A) (D)	Price			
Common Stock	7/15/1998	S		1500	D	\$45.884	128826	I	CO-TTEE HCT GENER. SKIPPING TRUST

Reminder: Report on a separate line for each class securities owned directly or indirectly.
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TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned
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			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$12.2880						09/25/1905	03/25/2006	Common Stock	53621	53621	D	
Stock Option	\$12.2880						09/25/1905	03/25/2006	Common Stock	26808	26808	D	
Stock Option	\$12.2880						03/25/1999	03/25/2006	Common Stock	20108	20108	D	
Stock Option	\$20.9600						09/21/1906	03/21/2007	Common Stock	33202	33202	D	
Stock Option	\$20.9600						09/21/1906	03/21/1907	Common Stock	16601	16601	D	
Stock Option	\$21.9200						06/02/1900	06/02/2007	Common Stock	12451	12451	D	

Explanation of Responses:

(1) Mr. Carpenter became an additional trustee and has no beneficial interest in the assets of this trust.

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

/s/BOBBY R. CARPENTER

08/10/1998

**Signature of Reporting Person

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