

# **DOLLAR GENERAL CORP**

Reported by  
**RICHARDS PHIL**

## **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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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)	
RICHARDS PHIL			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	X Officer	Other
104 Woodmont Blvd., Suite 300					July 1998	---(give title below) --- (Specify below)
(Street)			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	CHIEF FINANCIAL OFFICER	
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)			
Common Stock	07/14/1998	M		50000	A	\$14.1440		
Common Stock	07/14/1998	S		33000	D	\$45.4750		
Common Stock	07/15/1998	M		1610	A	\$14.1440		
Common Stock	07/15/1998	M		23392	A	\$14.1440		
Common Stock	07/15/1998	S		23392	D	\$46.7425		
Common Stock	07/16/1998	M		2423	A	\$14.1440		
Common Stock	07/16/1998	M		19358	A	\$21.9200		
Common Stock	07/16/1998	S		23391	D	\$45.1034	50751	D

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$14.1440	07/14/1998	M			50000	04/01/1998	06/03/2006	Common Stock	50000	\$14.1440		
Stock Option	\$14.1440	07/15/1998	M			1610	04/01/1998	06/03/2006	Common Stock	1610	\$14.1440	0	D
Stock Option	\$14.1440						12/03/2005	06/03/2006	Common Stock	53621		53621	D
Stock Option	\$14.1440	07/15/1998	M			23392	04/01/1998	06/03/2006	Common Stock	23392	\$14.1440		
Stock Option	\$14.1440	07/16/1998	M			2423	04/01/1998	06/03/2006	Common Stock	2423	\$14.1440	0	D
Stock Option	\$14.1440						12/03/2005	06/03/2006	Common Stock	26808		26808	D
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	33202		33202	D
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	16601		16601	D
Stock Option	\$21.9200	07/16/1998	M			19358	06/02/1998	06/02/2009	Common Stock	19358	\$21.9200	0	D
Stock Option	\$21.9200						06/02/1999	06/02/2007	Common Stock	20108		20108	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 for Phil Richards

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.

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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

