

# **DOLLAR GENERAL CORP**

Reported by  
**CLAYTON JAMES L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/11/99 for the Period Ending 12/31/98

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 1/11/1999 For Period Ending 12/31/1998

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 Month (Instr. 4)	10. Ownership Form or Dir. (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exbl.	Exp. Date						Title
Stock Option	\$ .9760	12/17/1998	M	V		61463	05/01/1991	05/01/2009	Common Stock	61463	\$0.9760	0	D	
Stock Option	\$ .8906	12/17/1998	M	V		17562	02/01/1993	02/01/2001	Common Stock	17562	\$24.6875	70000	D	
Stock Option	\$5.4787						02/01/1996	02/01/2004	Common Stock	21928		21928	D	
Stock Option	\$6.7174						01/12/1998	01/12/2008	Common Stock	8928		8928	D	
Stock Option	\$16.7680						03/21/1999	03/21/2007	Common Stock	3577		3577	D	
Stock Option	\$28.4800						02/23/2000	02/23/2008	Common Stock	2107		2107	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 JAMES CLAYTON 01/11/1999

\*\*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 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

CLAYTON, JAMES

Dollar General Corporation

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