

DOLLAR GENERAL CORP

FORM 8-A12B (Securities Registration (section 12(b)))

Filed 01/12/95

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 8-A12B (Securities Registration (section 12(b)))

Filed 1/12/1995

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

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

DOLLAR GENERAL CORPORATION
KENTUCKY
(State of other jurisdiction of
incorporation or organization)

61-0502302
(I.R.S. Employer
Identification Number)

104 Woodmont Boulevard
Suite 500
Nashville, Tennessee 37205
(Address of principal executive offices, zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock , \$.50 Par Value	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Common Stock \$.50 Par Value

The capital stock of Dollar General Corporation (the "Company" or "Registrant") to be registered on the New York Stock Exchange, Inc. (the "Exchange"), is the Registrant's Common Stock with a par value of \$.50 per share. Holders of Common Stock are entitled to one vote per share at all meetings of stockholders. Dividends that may be declared on the Common Stock will be paid in an equal amount to the holder of each share. No pre-emptive rights conferred upon the holders of such stock and there are no liquidation or conversion rights. Nor are there any redemption or sinking fund provisions and there is no liability to further calls or to assessments by the Registrant.

Item 2. Exhibits

1. All exhibits required by Instruction II to Item 2 will be supplied to the New York Exchange.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

DOLLAR GENERAL CORPORATION

By: _____
C. Kent Garner
Chief Financial Officer

Date: January 12, 1995

End of Filing

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