

# **DOLLAR GENERAL CORP**

Reported by  
**CARPENTER BOB**

## **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

U.S. SECURITIES AND EXCHANGED COMMISSION  
Washington, D.C. 20549

F O R M 5

OMB APPROVAL

OMB Number 3235-0362  
Expires: September 30, 1998  
Estimated ave. burden  
hours per response....1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[ ] Form 3 Holdings Rep. 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  
[ ] Form 4 Trans. Rep. 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)	
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	01/31/1999		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 Issuer's Fiscal Year (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			
Common Stock						125000	D	
Common Stock						5186	I	401K
Common Stock					\$ .0000	322328	I	TTEE, 1994 TURNER III 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 2270 (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 Year (Instr. 4)	10. Ownership Form or Dir. (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$5.0332					06/01/2003	12/01/2003	Common Stock	55071	55071	D	
Stock Option	\$6.2390					04/01/1996	03/21/2004	Common Stock	8922	8922	D	
Stock Option	\$6.2390					04/01/1997	03/21/2004	Common Stock	51847	51847	D	
Stock Option	\$8.6016					03/27/1995	03/27/2005	Common Stock	64512	64512	D	
Stock Option	\$8.6016					04/01/1998	03/27/2005	Common Stock	32268	32268	D	
Stock Option	\$8.6016					04/01/1998	03/27/2005	Common Stock	24197	24197	D	
Stock Option	\$9.8304					09/25/2005	03/25/2006	Common Stock	67026	67026	D	
Stock Option	\$9.8304					09/25/2005	03/25/2006	Common Stock	33510	33510	D	
Stock Option	\$9.8304					03/25/1999	03/25/2006	Common Stock	25135	25135	D	
Stock Option	\$16.7680					09/21/2006	03/21/2007	Common Stock	41502	41502	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

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

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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)			X Officer	Other
104 Woodmont Blvd., Suite 300		3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		---(give title below) ---(Specify below)	
(Street)				EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER	
Nashville	TN 37205			7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State) (Zip)	5. If Amendment, Date of Original (Month/Year)		X Form filed by One Reporting Person	
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			Amount	(A) (D)	Price			

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				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$16.7680					09/21/2006	03/21/1907	Common Stock	20751		20751	D	
Stock Option	\$17.5360					06/02/2000	06/02/2007	Common Stock	15563		15563	D	
STOCK OPTION	\$29.5					4/27/1998	4/27/2008	COMMON STOCK	23018		23018	D	
STOCK OPTION	\$29.5					4/27/1998	4/27/2008	COMMON STOCK	11506		11506	D	
STOCK OPTION	\$29.5					6/1/1998	6/1/2008	COMMON STOCK	8631		8631	D	

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/s/BOBBY R. CARPENTER

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CARPENTER, BOBBY N, TRUST

Dollar General Corporation

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