

DOLLAR GENERAL CORP

Reported by
JENSEN J HOLGER

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/12/98 for the Period Ending 04/30/98

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 5/12/1998 For Period Ending 4/30/1998

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)	
JENSEN	J	H	Dollar General Corporation (DG)		Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Officer	Other
104 Woodmont Blvd., Suite 300			4. Statement for Month/Year		---(give title below) ---(Specify below)	
(Street)			April 1998		Vice President Info. Resources	
Nashville TN 37205			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State)	(Zip)			X Form filed by One Reporting Person	
					--- Form filed by More than One Reporting Person	

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	04/13/1998	M		1170	A	\$8.0000			
Common Stock	04/13/1998	M		39062	A	\$11.0000			
Common Stock	04/13/1998	M		19531	A	\$11.0000			
Common Stock	04/13/1998	M		14237	A	\$11.0000			
Common Stock	04/13/1998	S		74000	D	\$37.9787			
Common Stock	04/27/1998	M		410	A	\$11.0000			
Common Stock	04/27/1998	S		410	D	\$37.4300	2879 (01)	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. Ownership Form or Dir. (D) or Ind. (I)	11. Nature of Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$8.0000						09/21/2003	03/21/2004	Common Stock	24125		24125	D	
												(01)		
Stock Option	\$8.0000	04/13/1998	M			1170	09/21/2003	03/21/2004	Common Stock	1170	\$7.7987	0	D	
												(01)		
Stock Option	\$7.0000						09/01/2003	03/01/2004	Common Stock	32042		32042	D	
												(01)		
Stock Option	\$11.0000	04/13/1998	M			39062	09/27/2004	08/27/2005	Common Stock	39062	\$10.7520	0	D	
												(01)		
Stock Option	\$11.0000	04/13/1998	M			19531	09/27/2004	03/27/2005	Common Stock	19531	\$10.7520	0	D	
												(01)		
Stock Option	\$11.0000	04/13/1998	M			14237	09/27/2004	03/27/2005	Common Stock	14237	\$10.7520			
Stock Option	\$11.0000	04/27/1998	M			410	09/27/2004	03/27/2005	Common Stock	410	\$10.7520	0	D	
												(01)		
Stock Option	\$12.0000						09/25/2005	03/25/2006	Common Stock	38973		38973	D	
Stock Option	\$12.0000						09/25/2005	03/25/2006	Common Stock	19485		19485	D	
Stock Option	\$12.0000						03/25/1999	03/25/2006	Common Stock	14614		14614	D	

Explanation of Responses:

(01) All holdings have been adjusted to reflect the 5/4 stock split paid 3/23/98.

**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

05/11/1998

**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

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

F O R M 4

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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104 Woodmont Blvd., Suite 300					X Officer Other --- (give title below) --- (Specify below)	
(Street)					Vice President Info. Resources	
Nashville	TN	37205			5.If Amendment, Date of Original (Month/Year)	
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			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	24453	24453	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	12227	12227	D	
Stock Option	\$22.0000						06/02/2000	06/02/2007	Common Stock	9170	9170	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 J H JENSEN

05/08/1998

**Signature of Reporting Person

Date

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JENSEN, J

Dollar General Corporation

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