

DOLLAR GENERAL CORP

Reported by
HOLLAND JOHN B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/12/99 for the Period Ending 03/31/99

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 4

(Statement of Changes in Beneficial Ownership)

Filed 4/12/1999 For Period Ending 3/31/1999

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

HOLLAND, JOHN B.

**104 WOODMONT BLVD.
NASHVILLE, TN 37205**

2. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION

DG

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

MARCH 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below) DIRECTOR

7. Individual or Joint/Group Filing (Check Applicable Line) (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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
COMMON STOCK	03/23/1999	M	V 40971	A	.9760	183192	D	
COMMON STOCK						61461	I	SPOUSE

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	A/D	6. Date Exercisable and Expiration Date Date Expirable	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
STOCK OPTION	.976	03/23/1999	M	V D	D	05/01/1990 05/01/1999	COMMON STOCK 40971	.976	0	D	
STOCK OPTION	.8906					02/01/1992 02/01/2001	COMMON STOCK 87562		87562	D	
STOCK OPTION	5.4787					02/01/1995 02/01/2004	COMMON STOCK 21928		21928	D	

STOCK OPTION	6.7174					01/12 /1997	01/12 /2006	COMMON STOCK	8928		8928	D
STOCK OPTION	16.7680					03/21 /1998	03/21 /2007	COMMON STOCK	3577		3577	D
STOCK OPTION	28.48					02/23 /1999	02/23 /2008	COMMON STOCK	2107		2107	D

**Explanation of Responses:
SIGNATURE OF REPORTING PERSON**

/S/ BOB CARPENTER FOR J. HOLLAND
DATE
3/9/99

End of Filing



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