

DOLLAR GENERAL CORP

Reported by
WARNER ROBERT I

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/10/99 for the Period Ending 02/28/99

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 3/10/1999 For Period Ending 2/28/1999

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)	
WARNER	ROBERT	I	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)					VICE PRESIDENT	
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	01/01/1980	P		26328	A	\$.0000			
Common Stock	02/24/1999	A		4000	A	\$.8906			
Common Stock	02/24/1999	S		4000	D	\$30.0000	26328	D	
Common Stock	01/01/1980	P		7798	A	\$.0000	7798	I	SPOUSE
Common Stock	01/01/1980	P		825	A	\$.0000			
Common Stock	01/01/1980	P		825	A	\$.0000	1650	I	SPOUSE AS CUST. FOR SON'S UGMA

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. Form of Ownership (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	\$.8906	02/01 1991	A		14540		11/01 1998	02/01 2001	Common Stock	14540	\$0.8906			
Stock Option	\$.8906	02/24 1999	M			4000	11/01 1998	02/01 2001	Common Stock	4000	\$0.8906	10540	D	
Stock Option	\$.8906	02/01 1991	A		37540		11/01 1998	02/01 2001	Common Stock	37540	\$0.8906	37540	D	
Stock Option	\$3.5902	11/19 1992	A		37993		11/01 1998	11/19 2002	Common Stock	37993	\$3.5902	37993	D	
Stock Option	\$5.0331	12/01 1993	A		31468		11/01 1998	12/01 2003	Common Stock	31468	\$5.0331	31468	D	
Stock Option	\$5.0331	12/01 1993	A		13110		06/01 2003	12/01 2003	Common Stock	13110	\$5.0331	13110	D	
Stock Option	\$5.0331	12/01 1993	A		32900		11/01 1998	12/01 2003	Common Stock	32900	\$5.0331	32900	D	
Stock Option	\$5.0331	12/01 1993	A		16446		11/01 1998	12/01 2003	Common Stock	16446	\$5.0331	16446	D	
Stock Option	\$6.2390	03/21 1994	A		7862		11/01 1998	03/21 2004	Common Stock	7862	\$6.2390	7862	D	
Stock Option	\$6.2390	03/21 1994	A		9828		11/01 1998	03/21 2004	Common Stock	9828	\$6.2390	9828	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

03/10/1999

**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)

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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)	
WARNER	ROBERT	I	Dollar General Corporation (DG)		Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year February 1999	X Officer	Other
104 Woodmont Blvd., Suite 300					---(give title below) --- (Specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)		
Nashville	TN	37205		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

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		Code	V	Amount	(A) (D)	Price			

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).

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. Form of Ownership (D) or Dir. (I)	11. Nature of Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exbl.	Exp. Date						Title
Stock Option	\$6.2390	03/21/1994	A		12335		11/01/1998	03/21/2004	Common Stock	12335	\$6.2390	12335	D	
Stock Option	\$8.6016	03/21/1995	A		20032		11/01/1998	03/27/2005	Common Stock	20032	\$8.6016	20032	D	
Stock Option	\$8.6016	03/27/1995	A		10002		11/01/1998	03/27/2005	Common Stock	10002	\$8.6016	10002	D	
Stock Option	\$8.6016	03/27/1995	A		7520		11/01/1998	03/27/2005	Common Stock	7520	\$8.6016	7520	D	
Stock Option	\$9.8304	03/25/1996	A		19347		09/25/2005	03/25/2006	Common Stock	19347	\$9.8304	19347	D	
Stock Option	\$9.8304	03/25/1996	A		9671		09/25/2005	03/25/2006	Common Stock	9671	\$9.8304	9671	D	
Stock Option	\$9.8304	03/25/1996	A		7253		03/25/1999	03/25/2006	Common Stock	7253	\$9.8304	7253	D	
Stock Option	\$16.7680	03/21/1997	A		11797		09/21/2006	03/21/2007	Common Stock	11797	\$16.7680	11797	D	
Stock Option	\$16.7680	03/21/1997	A		5897		09/21/2006	03/21/2007	Common Stock	5897	\$16.7680	5897	D	
Stock Option	\$17.5360	06/02/1997	A		4422		06/02/2000	06/02/2007	Common Stock	4422	\$17.5360	4422	D	

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/s/BOB CARPENTER

03/10/1999

**Signature of Reporting Person

Date

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(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)					VICE PRESIDENT	
			4. Statement for Month/Year		7. Individual or Joint/Group Filing (Check Applicable Line)	
			February 1999		X Form filed by One Reporting Person	
Nashville TN 37205			5. If Amendment, Date of Original (Month/Year)		--- Form filed by More than One Reporting Person	
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			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$20.8640	08/25 1997	A		2968		02/25 2007	08/25 2007	Common Stock	2968	\$20.8640	2968	D	
Stock Option	\$20.8640	08/25 1997	A		2066		02/25 2007	08/25 2007	Common Stock	2066	\$20.8640	2066	D	
Stock Option	\$20.8640	08/25 1997	A		1487		02/25 2007	08/25 2007	Common Stock	1487	\$20.8640	1487	D	
Stock Option	\$20.8640	08/25 1997	A		1033		02/25 2007	08/25 2007	Common Stock	1033	\$20.8640	1033	D	
Stock Option	\$20.8640	08/25 1997	A		1112		08/25 1999	08/25 2007	Common Stock	1112	\$20.8640	1112	D	
Stock Option	\$20.8640	08/25 1997	A		776		08/25 2000	08/25 2007	Common Stock	776	\$20.8640	776	D	
Stock Option	\$29.5000	04/27 1998	A		3675		10/27 2007	04/27 2008	Common Stock	3675	\$29.5000	3675	D	
Stock Option	\$5.0331	11/01 1998	A		26221		11/01 1998	12/01 2003	Common Stock	26221	\$5.0331	26221	D	

Explanation of Responses:

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/s/ Bob Carpenter for Bob Warner 03/10/1999
 **Signature of Reporting Person Date

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