

DOLLAR GENERAL CORP

Reported by
O BRIANT STONIE R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/09/98 for the Period Ending 09/30/98

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 10/9/1998 For Period Ending 9/30/1998

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)	
O'BRIANT	STONIE	R	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)			September 1998		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)			
Common Stock	09/09/1998	S		3000	D	\$32.3350		
Common Stock	09/09/1998	S		7000	D	\$32.3975		
Common Stock	09/16/1998	S		2000	D	\$33.9150		
Common Stock	09/16/1998	S		5000	D	\$34.0025		
Common Stock	09/16/1998	S		3000	D	\$34.1670		
Common Stock	09/18/1998	S		10000	D	\$33.8775		
Common Stock	09/25/1998	S		10000	D	\$28.0650		
Common Stock	09/25/1998	S		20000	D	\$28.1900		
Common Stock	09/25/1998	S		10000	D	\$28.2525	122930	D
Common Stock						\$0.0000	1152.5	I ESOP 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$5.0332						06/01 2003	12/01 2003	Common Stock	22410	22410	D	
Stock Option	\$8.6016						09/27 2004	03/27 2005	Common Stock	8731.25	8731.25	D	
Stock Option	\$8.8474						04/01 1998	08/21 2005	Common Stock	1698.75	1698.75	D	
Stock Option	\$8.8474						04/01 1998	08/21 2005	Common Stock	4071.25	4071.25	D	
Stock Option	\$8.8474						04/01 1998	08/21 2005	Common Stock	3050	3050	D	
Stock Option	\$9.8304						09/25 1905	03/25 2006	Common Stock	24356.25	24356.25	D	
Stock Option	\$9.8304						03/25 1999	03/25 2006	Common Stock	18266.25	18266.25	D	
Stock Option	\$9.8304						09/25 2005	03/25 2006	Common Stock	48715	48715	D	
Stock Option	\$16.7680						09/21 2006		Common Stock	30565	30565	D	
Stock Option	\$16.7680						09/21 1906	03/21 2007	Common Stock	15282.5	15282.5	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/STONIE R. O'BRIANT

10/09/1998

**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.

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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

