

DOLLAR GENERAL CORP

Reported by
RICHARDS PHIL

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

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. Form of Ownership (D) or Dir. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$11.3152					12/03/2005	06/03/2006	Common Stock	67026	67026	D	
Stock Option	\$11.3152					12/03/2005	06/03/2006	Common Stock	33510	33510	D	
Stock Option	\$16.7680					09/21/2006	03/21/2007	Common Stock	41502	41502	D	
Stock Option	\$16.7680					09/21/2006	03/21/2007	Common Stock	20751	20751	D	
Stock Option	\$17.5360					06/02/1999	06/02/2007	Common Stock	25135	25135	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

03/15/1999

**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

RICHARDS, PHIL E TRUST

Dollar General Corporation

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