

DOLLAR GENERAL CORP

Reported by
O BRIANT STONIE R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/98 for the Period Ending 06/30/98

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 7/10/1998 For Period Ending 6/30/1998

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)			June 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)	Price			
Common Stock	06/10/1998	M		32553	A	\$10.7520			
Common Stock	06/10/1998	M		16270	A	\$10.7520			
Common Stock	06/10/1998	M		12206	A	\$10.7520			
Common Stock	06/10/1998	M		7056	A	\$11.0592			
Common Stock	06/10/1998	M		5144	A	\$11.0592			
Common Stock	06/10/1998	S		9500	D	\$40.5625			
Common Stock	06/10/1998	S		10500	D	\$40.7402			
Common Stock	06/10/1998	S		5000	D	\$40.2250			
Common Stock	06/10/1998	S		2100	D	\$40.6250			
Common Stock	06/10/1998	S		12000	D	\$40.3750	154344	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	\$6.2914						06/01 2003	12/01 2003	Common Stock	17928		17928	D	
Stock Option	\$10.7520	06/10 1998	M			32553	04/01 1998	03/27 2005	Common Stock	32553	\$10.7520	0	D	
Stock Option	\$10.7520	06/10 1998	M			16270	04/01 1998	03/27 2005	Common Stock	16270	\$10.7520	0	D	
Stock Option	\$10.7520						09/27 2004	03/27 2005	Common Stock	6985		6985	D	
Stock Option	\$10.7520	06/10 1998	M			12206	04/01 1998	03/27 2005	Common Stock	12206	\$10.7520	0	D	
Stock Option	\$11.0592	06/10 1998	M			7056	02/21 2005	08/21 2005	Common Stock	7056	\$11.0592	0	D	
Stock Option	\$11.0592	06/10 1998	M			5144	04/01 1998	08/21 2005	Common Stock	5144	\$11.0592	1359	D	
Stock Option	\$11.0592						04/01 1998	08/21 2005	Common Stock	3257		3257	D	
Stock Option	\$11.0592						04/01 1998	08/21 2005	Common Stock	2440		2440	D	
Stock Option	\$12.2880						09/25 1905	03/25 2006	Common Stock	19485		19485	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

07/10/1998

**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

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(Last)	(First)	(MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Officer Other ---(give title below) --- (Specify below)	
104 Woodmont Blvd., Suite 300					VICE PRESIDENT	
(Street)					7. Individual or Joint/Group Filing (Check Applicable Line)	
Nashville	TN	37205	5.If Amendment, Date of Original (Month/Year)		X Form filed by One Reporting Person --- Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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		Code	V	Amount	(A) (D)	Price			
Common Stock						\$.0000	922	I	ESOP TRUST

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(e.g., puts, calls, warrants, options, convertible security)

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			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$12.2880						03/25 1999	03/25 2006	Common Stock	14613	14613	D	
Stock Option	\$12.2880						09/25 2005	03/25 2006	Common Stock	38972	38972	D	
Stock Option	\$20.9600						09/21 2006		Common Stock	24452	24452	D	
Stock Option	\$20.9600						09/21 1906	03/21 2007	Common Stock	12226	12226	D	
Stock Option	\$21.9200						06/02 2000	06/02 2007	Common Stock	9170	9170	D	

Explanation of Responses:

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/s/STONIE R. O'BRIANT

07/10/1998

**Signature of Reporting Person

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