

# **DOLLAR GENERAL CORP**

Reported by  
**HUMPHRYS RONALD R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/12/98 for the Period Ending 04/30/98

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 5/12/1998 For Period Ending 4/30/1998

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)	
HUMPHRYS RON			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	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

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	04/17/1998	M		14600	A	\$8.0000			
Common Stock	04/17/1998	S		14600	D	\$39.0000	25636 (01)	D	
Common Stock						\$0.0000	2645 (01)	I	ESOP Trust
Common Stock						\$0.0000	195 (01)	I	Custodial account for son.
Common Stock						\$0.0000	598 (01)	I	Custodial account for daughter
Common Stock						\$0.0000	7739 (01)	I	Spouse ownership

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	\$1.0000						02/01/1994	02/01/2001	Common Stock		1	D	(01)
Stock Option	\$3.0000						02/01/1994	02/01/2002	Common Stock		3	D	(01)
Stock Option	\$6.0000						04/01/1995	12/01/2003	Common Stock		2	D	(01)
Stock Option	\$6.0000						04/01/1996	12/01/2003	Common Stock		1	D	(01)
Stock Option	\$6.0000						06/01/2003	12/01/2003	Common Stock		2	D	(01)
Stock Option	\$6.0000						06/01/2003	12/01/2003	Common Stock		24984	D	(01)
Stock Option	\$8.0000	04/17/1998	M		14600		09/21/2003	03/21/2004	Common Stock	\$7.7987	14600	D	(01)
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock		32554	D	(01)
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock		16270	D	(01)
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock		12207	D	(01)

Explanation of Responses:

(01) All holdings have been adjusted to reflect the 5/4 stock split paid 3/23/98.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/RON HUMPHRYS

05/11/1998

\*\*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



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	\$12.0000						09/25/2005	03/25/2006	Common Stock	30734	30734	D	
Stock Option	\$12.0000						09/25/2005	03/25/2006	Common Stock	15367	15367	D	
Stock Option	\$12.0000						03/25/1999	03/25/2006	Common Stock	11525	11525	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	20614	20614	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	10308	10308	D	
Stock Option	\$22.0000						06/02/2000	06/02/2007	Common Stock	7729	7729	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 FOR RON HUMPHRYS 05/08/1998

\*\*Signature of Reporting Person Date

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HUMPHRYS, RON

Dollar General Corporation

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