

DOLLAR GENERAL CORP

Filed by
STEWART W P & CO LTD

FORM SC 13G (Statement of Ownership)

Filed 03/23/98

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 SC 13G (Statement of Ownership)

Filed 3/23/1998

Address	100 MISSION RIDGE GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Dollar General Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

256669102

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 W.P. Stewart & Co., Inc.
 13-2766055

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) []
 (b) []

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER
		9,854,981
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		None
	7	SOLE DISPOSITIVE POWER
		9,854,981
	8	SHARED DISPOSITIVE POWER
		None

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,854,981

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 9,854,981/133,491,000 = 7.38%

 12 TYPE OF REPORTING PERSON*
 Investment Adviser

 *SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1. (a) Name of Issuer:
Dollar General Corp.

(b) Address of Issuer's Principal Executive Offices:
104 Woodmont Blvd. Nashville, TN 37205

Item 2. (a) Name of Person Filing:
W.P. Stewart & Co., Inc.

(b) Address of Principal Business Office:
527 Madison Avenue New York, NY 10022

(c) Citizenship:
Delaware

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:
256669102

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) Broker or Dealer registered under Section 15 of the Act

(e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4. Ownership.

(a) Amount Beneficially Owned:
9,854,981

(b) Percent of Class:

7.38%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote 9,854,981

(ii) shared power to vote or to direct the vote none

(iii) shared power to dispose or to direct the disposition of 9,854,981

(iv) shared power to dispose or to direct the disposition none

Item 5. Not Applicable

Item 6. W.P. Stewart & Co. is deemed to be a beneficial owner for purpose of

Rule 13(d) since it has the power to make investment decisions over securities for many unrelated clients. W.P. Stewart & Co., Inc. does not, however have any economic interest in the securities of those clients. The clients are the actual owners of the securities and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such securities. No client has an interest that relates to 5% or more of this security.

Item 7. Not Applicable

Item 8. Not Applicable

Item 5. Not Applicable

Item 9. Not Applicable

Item 10. Not Applicable

Item 9. Notice of Dissolution of Group.

By signing below I/we certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I/we certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 1998

By: Sandra Coleman
Signature

Sandra Coleman-Controller
Name/Title

End of Filing

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