

DOLLAR GENERAL CORP

Reported by
SANDERSON RANDY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/12/99 for the Period Ending 03/05/99

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 4

(Statement of Changes in Beneficial Ownership)

Filed 4/12/1999 For Period Ending 3/5/1999

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
SANDERSON, RANDY C.

**104 WOODMONT BLVD., STE 300
NASHVILLE, TN 37205**

2. Issuer Name and Ticker or Trading Symbol

DOLLAR GENERAL CORPORATION

DG

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

MARCH 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director () 10% Owner (X) Officer (give title below) () Other (specify below) **CONTROLLER**

7. Individual or Joint/Group Filing (Check Applicable Line) (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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Amount	A/ D				Price	
COMMON STOCK	03/05/1999	M	V	16928	A	11.6224	D		
COMMON STOCK	03/05/1999	S		16928	D	33.1068	19637	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership		
				Amount	A/ D	Exercisable Date	Expiration Date							
COMMON STOCK	11.6224	03/05/1999	M	V	16928	D	04/01/1998	11/18/2006	COMMON STOCK	16928	11.6224	0	D	
COMMON STOCK	11.6224						04/01/1999	11/18/2006	COMMON STOCK	30733		30733	D	
COMMON STOCK	11.6224						04/01/1998	11/18/2006	COMMON STOCK	16270		16270	D	

COMMON STOCK	11.6224					04/01/1999	11/18/2006	COMMON STOCK	15366			15366	D
COMMON STOCK	16.768					04/01/2000	03/21/2007	COMMON STOCK	25766			25766	D
COMMON STOCK	16.768					04/01/2000	03/21/2007	COMMON STOCK	12883			12883	D
COMMON STOCK	29.50					04/01/2001	04/27/2008	COMMON STOCK	7156			7156	D
COMMON STOCK	29.50					04/01/2001	04/27/2008	COMMON STOCK	14312			14312	D
COMMON STOCK	31.00					06/01/1999	06/01/2008	COMMON STOCK	11525			11525	D
COMMON STOCK	31.00					06/01/2000	06/01/2008	COMMON STOCK	9660			9660	D

**Explanation of Responses:
SIGNATURE OF REPORTING PERSON**

/S/ BOB CARPENTER FOR R. SANDERSON
DATE
03/09/99

End of Filing



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