

# **DOLLAR GENERAL CORP**

Reported by  
**SANDERSON RANDY**

## **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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer Subject to Section 16.

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)	
SANDERSON	RANDY	C	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, CONTROLLER	
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	06/23/1998	M		5000	A	\$14.5280			
Common Stock	06/23/1998	S		5000	D	\$42.0000	15710	D	

Reminder: Report on a separate line for each class securities owned directly or indirectly. SEC 1474 (7-96)  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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						Title
Stock Option	\$14.5280	06/23 1998	M			5000	04/01 1998	11/18 2006	Common Stock	5000	\$14.5280	13543	D	
Stock Option	\$14.5280						05/18 2006	11/18 2006	Common Stock	24587		24587	D	
Stock Option	\$14.5280						04/01 1998	11/18 2006	Common Stock	13016		13016	D	
Stock Option	\$14.5280						05/18 2006	11/18 2006	Common Stock	12293		12293	D	
Stock Option	\$20.9600						09/21 2006	03/21 2007	Common Stock	20613		20613	D	
Stock Option	\$20.9600						09/21 2006	03/21 2007	Common Stock	10307		10307	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/RANDY C. SANDERSON

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

SANDERSON, RANDY

Dollar General Corporation

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