

DOLLAR GENERAL CORP

Reported by
FELLERS TROY

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/15/99 for the Period Ending 01/31/99

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 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 3/15/1999 For Period Ending 1/31/1999

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

U.S. SECURITIES AND EXCHANGED COMMISSION
Washington, D.C. 20549

F O R M 5

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0362
Expires: September 30, 1998
Estimated ave. burden
hours per response....1.0

[] Form 3 Holdings Rep. 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
[] Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

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)	
FELLERS TROY			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 01/31/1999	X Officer Other ---(give title below) ---(Specify below)	
104 Woodmont Blvd., Suite 300					VICE PRESIDENT	
(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 Issuer's Fiscal Year (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			
Common Stock						113563	D	
Common Stock						2036	I	ESOP TRUST

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).

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 Year (Instr. 4)	10. Form of Ownership (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$5.0332					06/01/2003	12/01/2003	Common Stock	31228	31228	D	
Stock Option	\$6.2390					04/01/1996	03/21/2004	Common Stock	6556	6556	D	
Stock Option	\$6.2390					04/01/1997	03/21/2004	Common Stock	29320	29320	D	
Stock Option	\$8.6016					04/01/1998	03/27/2005	Common Stock	40691	40691	D	
Stock Option	\$8.6016					04/01/1998	03/27/2005	Common Stock	20337	20337	D	
Stock Option	\$8.6016					04/01/1998	03/27/2005	Common Stock	15257	15257	D	
Stock Option	\$9.8304					09/25/2005	03/25/2006	Common Stock	38416	38416	D	
Stock Option	\$9.8304					09/25/2005	03/25/2006	Common Stock	19207	19207	D	
Stock Option	\$9.8304					03/25/1999	03/25/2006	Common Stock	14406	14406	D	
Stock Option	\$16.7680					09/21/2006	03/21/2007	Common Stock	12883	12883	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).

**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 2270 (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

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0362
Expires: September 30,1998
Estimated ave. burden
hours per response....1.0

[] Form 3 Holdings Rep. 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
[] Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

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)		
FELLERS TROY			Dollar General Corporation (DG)			Director 10% Owner		
(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)			4. Statement for Month/Year					
			01/31/1999					
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 Issuer's Fiscal Year (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			

Reminder: Report on a separate line for each class securities owned directly or indirectly. SEC 2270 (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 Year (Instr. 4)	10. Form of Ownership (Dir. (D) or Ind. (I))	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$16.7680					09/21/2006	03/21/2007	Common Stock	25766	25766	D	
Stock Option	\$17.5360					06/02/2000	06/02/2007	Common Stock	9660	9660	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

03/15/1999

**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 2270 (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

FELLERS, TROY

, TRUST

Dollar General Corporation

01/31/1999 PAGE: 4 OF 4

