

DOLLAR GENERAL CORP

Reported by
FELLERS TROY

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)	
FELLERS	TROY	A	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)			April 1998		Vice President	
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	04/20/1998	M		2714	A	\$6.0000			
Common Stock	04/20/1998	M		31277	A	\$6.0000			
Common Stock	04/20/1998	M		15018	A	\$8.0000			
Common Stock	04/20/1998	M		13490	A	\$8.0000			
Common Stock	04/20/1998	S		62500	D	\$39.9750	90851 (01)	D	
Common Stock						\$0.0000	1629 (01)	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).

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. Trans- action Date (Mon/Day/Year)	4. Tran- saction 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 Benefi- cially Owned at End of Month (Instr. 4)	10. Own. Form or Dir. (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$1.0000						02/01 1993	02/01 2001	Common Stock	6		6	D	
										(02)		(01)		
Stock Option (03)	\$3.3976						02/01 1994	02/01 2001	Common Stock	4		4	D	
												(01)		
Stock Option	\$6.0000						04/01 1995	12/01 2003	Common Stock	8		8	D	
												(01)		
Stock Option	\$6.0000						04/01 1996	12/01 2003	Common Stock	2		2	D	
												(01)		
Stock Option	\$6.0000	04/20 1998	M			2714	06/01 2003	12/01 2003	Common Stock	2714	\$6.2914	0	D	
												(01)		
Stock Option	\$6.0000						06/01 2003	12/01 2003	Common Stock	24984		\$24984	D	
												(01)		
Stock Option	\$6.0000	04/20 1998	M			31277	06/01 2003	12/01 2003	Common Stock	31277	\$6.2914	1	D	
												(01)		
Stock Option	\$8.0000	04/20 1998	M			15018	04/21 1995	03/21 2004	Common Stock	15018	\$7.7987	1	D	
												(01)		
Stock Option	\$8.0000	04/20 1998	M			13490	04/21 1996	03/21 2004	Common Stock	13490	\$7.7987	5245	D	
												(01)		
Stock Option (04)	\$8.0000						09/21 2003	03/21 2004	Common Stock	23457		23457	D	
												(01)		

Explanation of Responses:

- (01) All holdings have been adjusted to reflect the 5/4 stock split paid 3/23/98.
- (02) Option grant has been previously reported; however, is restated to more accurately reflect the vesting criteria for differing performance goals associated with performance-accelerated vesting provisions of the respective option grants. Total amount of shares pursuant to options has not changed.
- (03) Shares vested in FY ended 1/31/95 and cumulative shares vested under the Dollar General Corporation ESOP on transactions that are exempt under old Rule 16a-8(b)
- (04) Previously reported stock option grant has been restated to more accurately reflect performance-accelerated vesting provisions.

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

/s/TROY A. FELLERS

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. Form of Ownership (D) or Dir. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock	32554	32554	D	(01)
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock	16270	16270	D	(01)
Stock Option	\$11.0000						09/27/2004	03/27/2005	Common Stock	12207	12207	D	(01)
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 TROY FELLERS

05/11/1998

**Signature of Reporting Person

Date

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