

DOLLAR GENERAL CORP

Reported by
DOLLAR GENERAL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/10/00 for the Period Ending 03/31/00

| | |
|-------------|--|
| 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 4/10/2000 For Period Ending 3/31/2000

| | |
|-------------|--|
| 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

O'BRIANT, STONIE R.

**100 MISSION RIDGE
GOODLETTSVILLE, TN 37072**

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 03/31/2000

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) SR. VICE PRESIDENT

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 | | 3. Transaction | | | 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 |
|----------------------|----------------|------|----------------|--------|-----|---|-------|--|-------------------------------|--|
| | Date | Code | V | Amount | A/D | Price | | | | |
| COMMON STOCK | 3/29/2000 | M | V | 30000 | A | 7.86 | | | D | |
| COMMON STOCK | 3/29/2000 | M | V | 10000 | A | 7.86 | | | D | |
| COMMON STOCK | 3/29/2000 | S | | 10000 | D | 24.69 | | | D | |
| COMMON STOCK | 3/29/2000 | S | | 10000 | D | 24.75 | | | D | |
| COMMON STOCK | 3/29/2000 | S | | 10000 | D | 24.5 | | | D | |
| COMMON STOCK | 3/30/2000 | S | | 10000 | D | 25.56 | 62258 | | D | |
| COMMON STOCK | | | | | | | 3304 | | I | BY 401K TRUST |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|----------------|----------------|--|--|--|---------------------------------|------------------------------------|--------------------------------|---|
|---------------------------------|------------------------------------|----------------|----------------|--|--|--|---------------------------------|------------------------------------|--------------------------------|---|

| Derivative Secur- ity | Date | Code | V | Amount | A/ D | Date Exer- cisa- ble | Expir- ation Date | Title and Number of Shares | Officially Owned at End of Month | Ind ire ct (I) |
|-----------------------------|------|---------------|---|--------|---------|-------------------------------|-------------------------|-------------------------------|---|-------------------------|
| STOCK OPTION | 7.86 | 3/29/ 2000 | M | V | 30000 | D | 3/25/ 2006 | COMMON STOCK 30000 | | |
| STOCK OPTION | 7.86 | 3/30/ 2000 | M | V | 10000 | D | 3/25/ 2006 | COMMON STOCK 10000 | 20893 | D |
| STOCK OPTION | 7.86 | | | | | | | COMMON STOCK | 30445 | |
| STOCK OPTION | 7.86 | | | | | | | COMMON STOCK | 22832 | |

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

/s/ STONIE O'BRIANT
DATE
4/10/2000

End of Filing

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