

DOLLAR GENERAL CORP

Reported by
MILANA SUSAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/09/98 for the Period Ending 09/30/98

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 10/9/1998 For Period Ending 9/30/1998

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

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	Amount or Number of Shares				
Stock Option	\$20.8640	09/23/1998	M			11500	08/25/1998	08/25/2007	Common Stock	11500	\$20.8640	19750	D	
Stock Option	\$20.8640						02/25/2007	08/25/2007	Common Stock	31178.75		31178.75	D	
Stock Option	\$20.8640						02/25/2007	08/25/2007	Common Stock	30565		30565	D	
Stock Option	\$20.8640						08/25/1998	08/25/2007	Common Stock	15625		15625	D	
Stock Option	\$20.8640						02/25/2007	08/25/2007	Common Stock	15588.75		15588.75	D	
Stock Option	\$20.8640						02/25/2007	08/25/2007	Common Stock	15282.5		15282.5	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/SUSAN L. MILANA BY BOB CARPENTER 10/09/1998

**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

