

DOLLAR GENERAL CORP

Reported by RICHARDS PHIL

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 Cyclicals

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



|F O R M 5|

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] no longer Subject to Section 16.

Check this box if

[] Form 3 Holdings Rep.

Filed pursuant to Section 16(a) of the Securities Exchanged 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

] Form 4 Trans. Rep.			Sect:	ion 30(f) (of the Inv	estment	Compa	any Act 194	:0				
										6.Relationship of Reporting Person to Issuer (Check all Applicable)			
RICHARDS PHIL				Dollar General Corporation (DG)						Director 10% Owner			
(Last) (First) (MI) 104 Woodmont Blvd., Suite 300			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			
								 	CHIEF FINANCIAL OFFICER				
(Street)								ent, Date o (Month/Year		ndividual Check Appl		int/Group Filing e Line)	
Nashville	TN	37205							Х	X Form filed by One Reporting Person			
									Form filed by More than One				
(City)	(State)	(Zip)		TABLE I	- Non-Deri	vative	Secur:	ities Acqui	red, Di	sposed of	or Be	neficially Owned	
1.Title of Security (Instr. 3)	2.Transa	ate		Dispose	d of (D) 3, 4 & 5)			Secur Benef Owned	Securities		7.Nature of Indirec Beneficial Ownership (Instr. 4)		
		 -		 	 Amou: 	nt 	(A) (D)	Price		1 Year r. 3 & 4)	(I)	 	
Common Stock					 				63	438	D		
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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 2270 (7-96)

PAGE: 1 OF 2

|1.Title of |2.Conver-|3. |4.Tran- |5.Number of 6.Date 7.Title and Amount |8.Price of |9.Number |10. |11.Nature Derivative sion or Trans saction Derivative Exercisable of Underlying Derivative of Own. of Security | Exercise | Date | Code Securities and Securities |Security | Derivative | Form | Indirect (Instr. 3) Price of | (Mon/|(Instr.8)| Acquired (A) or (Instr. 3 & 4) (Instr. 5)|Securities|of |Beneficial |Expiration | Disposed of (D) Benefi-Deriva-Day/ Date |Deri |Ownership (Instr. 3, 4 & 5) (Month/Day/ cially tive Year) Sec. (Instr. 4) Security Owned at Dir. Year) End of (D) Year |Amount or or Date | Exp. Number of (Instr. 4)|Ind. (A) (D) Exbl. Date Shares (I) 12/03 06/03 Common Sto 67026 67026 Stock Opti | \$11.3152 2005 2006 ck Stock Opti | \$11.3152 12/03 06/03 Common Sto 33510 33510 D 2005 2006 ck Stock Opti | \$16.7680 09/21 03/21 Common Sto 41502 41502 2006 2007 ck Stock Opti | \$16.7680 09/21 03/21 Common Sto 20751 2006 2007 ck on 06/02 06/02 Common Sto 25135 Stock Opti | \$17.5360 25135 D on 1999 2007 ck

Explanation of Responses:

/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.

Date 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

RICHARDS, PHIL E TRUST

Dollar General Corporation

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



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