

DOLLAR GENERAL CORP

Reported by
CLAYTON JAMES L

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

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 Dir. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$.8906					02/01 1993	02/01 2001	Common Stock	70000	70000	D	
Stock Option	\$5.4787					02/01 1996	02/01 2004	Common Stock	21928	21928	D	
Stock Option	\$6.7174					01/12 1998	01/12 2008	Common Stock	8928	8928	D	
Stock Option	\$16.7680					03/21 1999	03/21 2007	Common Stock	3577	3577	D	
Stock Option	\$28.4800					02/23 2000	02/23 2008	Common Stock	2107	2107	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

CLAYTON, JAMES

N, TRUST

Dollar General Corporation

01/31/1999 PAGE: 2 OF 2

