

# **DOLLAR GENERAL CORP**

Reported by  
**WARNER ROBERT I**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 11/23/98 for the Period Ending 11/12/98

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 3

(Initial Statement of Beneficial Ownership)

Filed 11/23/1998 For Period Ending 11/12/1998

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

INITIAL 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 3235-0104  
Expires: September 30, 1998  
Estimated ave. burden  
hours per response...0.5

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol	
WARNER	ROBERT	I	11/12/1998	Dollar General Corporation (DG)	
(Last)	(First)	(MI)		5. Relationship of Reporting Person to Issuer (Check all Applicable)	
104 Woodmont Blvd., Suite 300				Director 10% Owner	
(Street)			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	X Officer Other	
Nashville TN 37205				---(give title below)---(Specify below)	
(City)	(State)	(Zip)		6. If Amendment, Date of Original (Mon/Day/Year)	
				7. Individual or Joint/ Group Filing (Check Applicable Line)	
				X Form filed by One Reporting Person	
				--- Form filed by More than Reporting Person	

TABLE I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,328	D	
Common Stock	7,798	I	SPOUSE
Common Stock	825	I	SPOUSE AS CUST. FOR SON'S UGMA
Common Stock	825	I	SPOUSE AS CUST. FOR SON'S UGMA

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 5(b)(v).

SEC 1473 (7-96)

TABLE II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Own. Form of Deri. Sec. (D) or Ind. (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	11/01/1998	02/01/2001	Common Stock	14,540	\$.8906	D	
Stock Option	11/01/1998	02/01/2001	Common Stock	37,540	\$.8906	D	
Stock Option	11/01/1998	11/19/2002	Common Stock	37,993	\$3.5902	D	
Stock Option	11/01/1998	12/01/2003	Common Stock	31,468	\$5.0331	D	
Stock Option	06/01/2003	12/01/2003	Common Stock	13,110	\$5.0331	D	
Stock Option	11/01/1998	12/01/2003	Common Stock	32,900	\$5.0331	D	
Stock Option	11/01/1998	12/01/2003	Common Stock	16,446	\$5.0331	D	
Stock Option	11/01/1998	03/21/2004	Common Stock	7,862	\$6.2390	D	
Stock Option	11/01/1998	03/21/2004	Common Stock	9,828	\$6.2390	D	
Stock Option	11/01/1998	03/21/2004	Common Stock	12,335	\$6.2390	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

11/20/1998

\*\*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 1473 (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.

WARNER, ROBERT

Dollar General Corporation

11/10/1998 PAGE: 2 OF 6



TABLE II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Own. Form of Deri. Sec. (D) or Ind. (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	11/01/1998	03/27/2005	Common Stock	20,032	\$8.6016	D	
Stock Option	11/01/1998	03/27/2005	Common Stock	10,002	\$8.6016	D	
Stock Option	11/01/1998	03/27/2005	Common Stock	7,520	\$8.6016	D	
Stock Option	09/25/2005	03/25/2006	Common Stock	19,347	\$9.8304	D	
Stock Option	09/25/2005	03/25/2006	Common Stock	9,671	\$9.8304	D	
Stock Option	03/25/1999	03/25/2006	Common Stock	7,253	\$9.8304	D	
Stock Option	09/21/2006	03/21/2007	Common Stock	11,797	\$16.7680	D	
Stock Option	09/21/2006	03/21/2007	Common Stock	5,897	\$16.7680	D	
Stock Option	06/02/2000	06/02/2007	Common Stock	4,422	\$17.5360	D	
Stock Option	02/25/2007	08/25/2007	Common Stock	2,968	\$20.8640	D	

Explanation of Responses:

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/s/BOB CARPENTER

11/20/1998

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\*\*Signature of Reporting Person

-----  
Date

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WARNER, ROBERT

Dollar General Corporation

11/10/1998 PAGE: 4 OF 6



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(e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Own. Form of Deri. Sec. (D) or Ind. (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	02/25/2007	08/25/2007	Common Stock	2,066	\$20.8640	D	
Stock Option	02/25/2007	08/25/2007	Common Stock	1,487	\$20.8640	D	
Stock Option	02/25/2007	08/25/2007	Common Stock	1,033	\$20.8640	D	
Stock Option	08/25/1999	08/25/2007	Common Stock	1,112	\$20.8640	D	
Stock Option	08/25/2000	08/25/2007	Common Stock	776	\$20.8640	D	
Stock Option	10/27/2007	04/27/2008	Common Stock	3,675	\$29.5000	D	
Stock Option	11/01/1998	12/01/2003	Common Stock	26,221	\$5.0331	D	
Stock Option	10/27/2007	04/27/2008	Common Stock	7,343	\$29.5000	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 Robert Warner 11/20/1998

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\*\*Signature of Reporting Person Date

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WARNER, ROBERT

Dollar General Corporation

11/10/1998 PAGE: 6 OF 6

**End of Filing**

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