

DOLLAR GENERAL CORP

Reported by
WARNER ROBERT I

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/10/99 for the Period Ending 05/31/99

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 4

(Statement of Changes in Beneficial Ownership)

Filed 6/10/1999 For Period Ending 5/31/1999

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

WARNER, ROBERT I 104 WOODMONT BLVD., STE 300 NASHVILLE, TN 37205

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

MAY 1999

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) 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 Date	3. Transaction Code	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
			Amount	A/D	Price			
COMMON STOCK						32910	D	
COMMON STOCK						9747	I	SPOUSE
COMMON STOCK						2062	I	SPOUSE AS CUST FOR CHILD'S UGMA

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	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 Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership		
				Amount	A/D	Exercise Date	Expiration Date						Title and Number of Shares	
STOCK OPTION	.7125	5/12/1999	M	V	13175	D	11/1/98	2/1/2001	COMMON STOCK	0	.7125	0	D	
STOCK OPTION	.7125	5/12/1999	M	V	11200	D	11/1/98	2/1/2001	COMMON STOCK	35725	.7125	37525	D	
STOCK OPTION	2.8722						11/19/02		COMMON STOCK	47491	2.8722	47491	D	
STOCK OPTION	4.0265						12/1/03		COMMON STOCK	39335	4.0265	39335	D	
STOCK OPTION	4.0265						12/01		COMMON STOCK	32776	4.0265	32776	D	

STOCK OPTION	18.5							11/16 /08	COMMON STOCK	5577	18.5	5577	D
STOCK OPTION	18.5							11/16 /08	COMMON STOCK	3265	18.5	3265	D
STOCK OPTION	18.5							11/16 /08	COMMON STOCK	8711	18.5	8711	D
STOCK OPTION	18.5							11/16 /08	COMMON STOCK	4351	18.5	4351	D
STOCK OPTION	18.5							11/16 /08	COMMON STOCK	14878	18.5	14878	D
STOCK OPTION	18.5							11/16 /08	COMMON STOCK	7441	18.5	7441	D

Explanation of Responses:
Share amounts and prices have been adjusted for the five for four common stock
split distributed on May 24,
1999.

SIGNATURE OF REPORTING PERSON

/S/ BOB CARPENTER FOR R. WARNER
DATE
6/10/99

End of Filing



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