

DOLLAR GENERAL CORP

Reported by
STELMACH LEIGH

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/10/98 for the Period Ending 07/31/98

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 8/10/1998 For Period Ending 7/31/1998

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

[] Check this box if no longer Subject to Section 16.

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 3235-0287
Expires: September 30, 1998
Estimated ave. burden hours per response...0.5

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

TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Trans. Code (Instr. 8)		4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) (D)			
Common Stock	07/10/1998	M		45608	A	\$6.2914		
Common Stock	07/10/1998	S		45608	D	\$45.1400		
Common Stock	07/15/1998	M		66317	A	\$6.2914		
Common Stock	07/15/1998	S		66317	D	\$46.7425		
Common Stock	07/16/1998	M		43926	A	\$6.2914		
Common Stock	07/16/1998	M		51610	A	\$10.7520		
Common Stock	07/16/1998	M		25815	A	\$10.7520		
Common Stock	07/16/1998	M		18358	A	\$10.7520		
Common Stock	07/16/1998	S		139709	D	\$45.1034	197115	D
Common Stock						\$0.0000	2042	I ESOP TRUST

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 1474 (7-96)

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 Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$6.2914						06/01 2003	12/01 2003	Common Stock	44057		44057	D	
Stock Option	\$6.2914	07/15 1998	M			66317	04/01 1997	12/01 2003	Common Stock	66317	\$6.2914			
Stock Option	\$6.2914	07/16 1998	M			43926	04/01 1997	12/01 2003	Common Stock	43926	\$6.2914	0	D	
Stock Option	\$6.2914	07/10 1998	M			45608	04/01 1997	12/01 2003	Common Stock	45608	\$6.2914	0	D	
Stock Option	\$10.7520	07/16 1998	M			51610	04/01 1998	03/27 2005	Common Stock	51610	\$10.7520	0	D	
Stock Option	\$10.7520	07/16 1998	M			25815	04/01 1998	03/27 2005	Common Stock	25815	\$10.7520	0	D	
Stock Option	\$10.7520	07/16 1998	M			18358	04/01 1998	03/27 2005	Common Stock	18358	\$10.7520	1000	D	
Stock Option	\$12.2880						09/25 2005	03/25 2006	Common Stock	53621		53621	D	
Stock Option	\$12.2880						09/25 2005	03/25 2006	Common Stock	26808		26808	D	
Stock Option	\$12.2880						03/25 1999	03/25 2006	Common Stock	20108		20108	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

08/10/1998

**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

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

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		Code	V	Amount	(A) (D)	Price			

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).

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

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			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	33202	33202	D	
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	16601	16601	D	
Stock Option	\$21.9200						06/02/2000	06/02/2007	Common Stock	12451	12451	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 Leigh Stelmach 08/10/1998

**Signature of Reporting Person Date

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