

# **DOLLAR GENERAL CORP**

Reported by  
**TURNER CAL /TN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/12/98 for the Period Ending 04/30/98

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 5/12/1998 For Period Ending 4/30/1998

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

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Customer Service: 203-852-5666  
Corporate Sales: 212-457-8200

[ ] 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)	
TURNER, JR.	CAL		Dollar General Corporation (DG)		<input checked="" type="checkbox"/> Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		<input checked="" type="checkbox"/> Officer	Other
104 Woodmont Blvd., Suite 300					---(give title below) --- (Specify below)	
(Street)					Chairman & CEO	
Nashville TN 37205			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)			April 1998		<input checked="" type="checkbox"/> 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 (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)	Price			
Common Stock	03/09/1998	G		375	D	\$39.0000			
Common Stock	04/09/1998	M		153465	A	\$11.0000			
Common Stock	04/09/1998	M		76720	A	\$11.0000			
Common Stock	04/09/1998	M		57541	A	\$11.0000	2047894	D (01)	
Common Stock (02)						\$ .0000	5580	I (01)	ESOP TRUST
Common Stock						\$ .0000	372525	I (01)	SPOUSE
Common Stock						\$ .0000	721343	I (01)	CHILD
Common Stock						\$ .0000	135609	I (01)	BURNETT CHART. REMAINDER TRUST
Common Stock						\$ .0000	381574	I (01)	TSTEE TURNER FAMILY FOUNDATION

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$6.0000						06/01/2003	12/01/2003	Common Stock	97275		97275	D	
												(01)		
Stock Option	\$8.0000						10/11/2003	04/11/2004	Common Stock	48635		48635	D	
												(01)		
Stock Option	\$11.0000	04/09/1998	M		153465		09/27/2004	03/27/2005	Common Stock	153465	\$10.7520	0	D	
												(01)		
Stock Option	\$11.0000	04/09/1998	M		76720		09/27/2004	03/27/2005	Common Stock	76720	\$10.7520	0	D	
												(01)		
Stock Option	\$11.0000	04/09/1998	M		57541		09/27/2004	03/27/2005	Common Stock	57541	\$10.7520	0	D	
												(01)		
Stock Option	\$12.0000						09/25/2005	03/25/2006	Common Stock	156947		156947	D	
Stock Option	\$12.0000						09/25/2005	03/25/2006	Common Stock	78472		78472	D	
Stock Option	\$12.0000						03/25/1999	03/25/2006	Common Stock	58853		58853	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	97657		97657	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	48828		48828	D	

Explanation of Responses:

- (01) All holdings have been adjusted to reflect the 5/4 stock split paid 3/23/98.
- (02) Shares vested in FY ended 1/31/95 and cumulative shares vested under the Dollar General Corporation ESOP on transactions that are exempt under old Rule 16a-8(b)
- (03) Conversion rate from Series "A" Convertible Junior Preferred Common Stock is as follows:  
 Year 0 - 3: 4.500:1      Year 4 - 5: 4.750:1  
 Year 3 - 4: 4.625:1      Year 5 on: 5.000:1
- (04) Immediately, subject to the conversion rate set forth in Footnote #3.

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

/s/CAL TURNER, JR.

05/11/1998

\*\*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.

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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 of Derivative Security (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Stock Option	\$22.0000						06/02 2000	06/02 2007	Common Stock	36622		36622	D	
Series "A" Conv. Jr. Preferred	(03)						(04)		Common Stock	3151838		3151838	I	CO-TSTEE 1980 TURNER CHILD TST
Series "A" Conv. Jr. Preferred	(03)						(04)		Common Stock	142001		142001	I	TSTEE TURNER FAMILY FOUNDATION
Series "A" Conv. Jr. Preferred	(03)						(04)		Common Stock	57215		57215	I	TSTEE FDN. FOR LINDSEY WILSON

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 CAL TURNER, JR. 04/08/1998

\*\*Signature of Reporting Person Date

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