

DOLLAR GENERAL CORP

Reported by
TURNER CAL /TN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/10/98 for the Period Ending 05/31/98

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 6/10/1998 For Period Ending 5/31/1998

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)	
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)			May 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						\$.0000	2047894	D	
Common Stock						\$.0000	5580	I	ESOP TRUST
Common Stock						\$.0000	372525	I	SPOUSE
Common Stock						\$.0000	721343	I	CHILD
Common Stock						\$.0000	135609	I	BURNETT CHART. REMAINDER TRUST
Common Stock						\$.0000	381574	I	TSTEE TURNER FAMILY FOUNDATION
DOLLAR GENERAL STRYPES	05/21/1998	J		7500000	A	\$.0000		I	CO-TRUSTEE, DG STRYPES TRUST
DOLLAR GENERAL STRYPES	05/21/1998	S		7500000	D	\$39.4375	0	I	CO-TRUSTEE, DG STRYPES 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. Trans- action Date (Mon/Day/Year)	4. Tran- saction 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 Benefi- cially Owned at End of Month (Instr. 4)	10. Own. 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	\$6.2914						06/01 2003	12/01 2003	Common Stock	97275		97275	D	
Stock Option	\$7.8970						10/11 2003	04/11 2004	Common Stock	48635		48635	D	
Stock Option	\$12.288						09/25 2005	03/25 2006	Common Stock	156947		156947	D	
Stock Option	\$12.288						09/25 2005	03/25 2006	Common Stock	78472		78472	D	
Stock Option	\$12.2880						03/25 1999	03/25 2006	Common Stock	58853		58853	D	
Stock Option	\$20.9600						09/21 2006	03/21 2007	Common Stock	97657		97657	D	
Stock Option	\$20.9600						09/21 2006	03/21 2007	Common Stock	48828		48828	D	
Stock Option	\$21.9200						06/02 2000	06/02 2007	Common Stock	36622		36622	D	
Series "A" Conv. Jr. Preferred									Common Stock	24623749		1613742	I	CO-TSTEE 1980 TURNER CHILD TST
Series "A" Conv. Jr. Preferred									Common Stock	1109390		72705	I	TSTEE TURNER FAMILY FOUNDATION

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/CAL TURNER, JR.

06/10/1998

**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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TURNER, JR. CAL			Dollar General Corporation (DG)		<input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer Other --- (give title below) --- (Specify below) Chairman & CEO	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year May 1998	
104 Woodmont Blvd., Suite 300					7. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person --- <input type="checkbox"/> Form filed by More than One Reporting Person	
Nashville TN 37205						
(City)	(State)	(Zip)				

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			(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
Series "A" Conv. Jr. Preferred							Common Stock	447006		29295	I	TSTEE FDN. FOR LINDS EY WILSON

Explanation of Responses:
(01) PURSUANT TO THE INTIAL PUBLIC OFFERING OF SHARES OF THE DG STRYPES TRUST, EFFECTIVE 5/21/98.

**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. 06/10/1998

**Signature of Reporting Person Date

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