

# DOLLAR GENERAL CORP

Reported by  
**WARNER ROBERT I**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/10/00 for the Period Ending 03/31/00

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 4/10/2000 For Period Ending 3/31/2000

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 100 MISSION RIDGE GOODLETTSVILLE, TN 37072

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 03/31/2000

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. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Dir ect (D) or Indir ect (I)	7. Nature of Indirect Beneficial Ownership	
			Amount	A/ D	Price				
COMMON STOCK	3/29/2000	M	V	25185	A	.71		D	
COMMON STOCK	3/29/2000	M	V	47491	A	2.87		D	
COMMON STOCK	3/29/2000	M	V	127324	A	4.03		D	
COMMON STOCK	3/30/2000	M	V	6469	A	4.03		D	
COMMON STOCK	3/30/2000	M	V	37530	A	4.99		D	
COMMON STOCK	3/30/2000	M	V	6001	A	6.88		D	
COMMON STOCK	3/29/2000	S		200000	D	24.48		D	
COMMON STOCK	3/30/2000	S		50000	D	24.83	32910	D	
COMMON STOCK							9747	I	
COMMON STOCK							2062	I	
COMMON STOCK							2841	I	

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

1. Title of Derivative Security	2. Con- version	3. Transaction	4.	5. Number of Derivative Secu	6. Date Exer- cisable and	7. Title and Amount of Underlying	8. Price of Deri	9. Number of Deriva	10.	11. Nature of Dir Indirect
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	or Exercise Price of Derivative Security	Date	Code	V	Amount	rities Acquired(A) or Disposed of(D)	A/D	Expiration Date(Month/Day/Year)	Securities Title and Number of Shares	ative Security	itive Securities Beneficially Owned at End of Month	(D) or Indirect Ownership	(I)
STOCK OPTION	.71	3/29/2000	M	V	1000	D		2/1/2001	COMMON STOCK 1000		0	D	
STOCK OPTION	.71	3/29/2000	M	V	3500	D		2/1/2001	COMMON STOCK 3500		0	D	
STOCK OPTION	.71	3/29/2000	M	V	19500	D		2/1/2001	COMMON STOCK 19500		0	D	
STOCK OPTION	.71	3/29/2000	M	V	1185	D		2/1/2001	COMMON STOCK 1185		0	D	
STOCK OPTION	2.87	3/29/2000	M	V	29815	D		11/19/2002	COMMON STOCK 29815		0	D	
STOCK OPTION	2.87	3/29/2000	M	V	10000	D		11/19/2002	COMMON STOCK 10000		0	D	
STOCK OPTION	2.87	3/29/2000	M	V	7676	D		11/19/2002	COMMON STOCK 7676		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	38324	D		12/1/2003	COMMON STOCK 38324		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	20000	D		12/1/2003	COMMON STOCK 20000		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	1011	D		12/1/2003	COMMON STOCK 1011		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	12776	D		12/1/2003	COMMON STOCK 12776		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	16813	D		12/1/2003	COMMON STOCK 16813		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	15000	D		12/1/2003	COMMON STOCK 15000		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	3400	D		12/1/2003	COMMON STOCK 3400		0	D	
STOCK OPTION	4.03	3/29/2000	M	V	20000	D		12/1/2003	COMMON STOCK 20000		0	D	
STOCK OPTION	4.03	3/30/2000	M	V	1000	D		12/1/2003	COMMON STOCK 1000		0	D	
STOCK OPTION	4.03	3/30/2000	M	V	4912	D		12/1/2003	COMMON STOCK 4912		0	D	
STOCK OPTION	4.03	3/30/2000	M	V	557	D		12/1/2003	COMMON STOCK 557		0	D	
STOCK OPTION	4.99	3/30/2000	M	V	9827	D		3/21/2004	COMMON STOCK 9827		0	D	
STOCK OPTION	4.99	3/30/2000	M	V	3704	D		3/21/2004	COMMON STOCK 3704		0	D	
STOCK OPTION	4.99	3/30/2000	M	V	8581	D		3/21/2004	COMMON STOCK 8581		0	D	
STOCK OPTION	4.99	3/30/2000	M	V	11419	D		3/21/2004	COMMON STOCK 11419		0	D	
STOCK OPTION	4.99	3/30/2000	M	V	3999	D		3/21/2004	COMMON STOCK 3999		0	D	
STOCK OPTION	6.88	3/30/2000	M	V	6001	D		3/27/2005	COMMON STOCK 6001		0	D	
STOCK OPTION	6.88							3/27/2005	COMMON STOCK 19039		19039	D	
STOCK OPTION	6.88							3/27/2005	COMMON STOCK 12527		12527	D	
STOCK OPTION	6.88							3/27/2005	COMMON STOCK 9400		9400	D	

**Explanation of Responses:**

**SIGNATURE OF REPORTING PERSON**

*/S/ ROBERT WARNER*

*DATE*

*3/31/2000*

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**End of Filing**

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