

DOLLAR GENERAL CORP

Reported by
SANDERSON RANDY

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
SANDERSON, RANDY C.

**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 - CONTROLLER

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	5/13/1999	M	V	62499	A	9.3000	D	
COMMON STOCK	5/13/1999	S		36933	D	33.1068	D	

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		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	Exercisable Date	Expiration Date						
STOCK OPTION	9.30	5/13/1999	M	V	38416	D	04/01/1999	11/18/2006	COMMON STOCK	0	9.30	0	D
STOCK OPTION	9.30	5/13/1999	M	V	20331	D	04/01/1998	11/18/2006	COMMON STOCK	6	9.30	6	D
STOCK OPTION	9.30	5/13/1999	M	V	3752	D	04/01/1999	11/18/2006	COMMON STOCK	15455	9.30	15455	D

STOCK OPTION	13.4144					04/01	03/21	COMMON STOCK	32207		32207	D
						/2000	/2007					
STOCK OPTION	13.4144					04/01	03/21	COMMON STOCK	16103		16103	D
						/2000	/2007					
STOCK OPTION	23.60					04/01	04/27	COMMON STOCK	8945		8945	D
						/2001	/2008					
STOCK OPTION	23.60					04/01	04/27	COMMON STOCK	17890		17890	D
						/2001	/2008					
STOCK OPTION	24.80					06/01	06/01	COMMON STOCK	14406		14406	D
						/1999	/2008					
STOCK OPTION	24.80					06/01	06/01	COMMON STOCK	12075		12075	D
						/2000	/2008					
STOCK OPTION												

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

SIGNATURE OF REPORTING PERSON

/S/ BOB CARPENTER FOR R. SANDERSON
DATE
6/10/1999

End of Filing



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