

# DOLLAR GENERAL CORP

Reported by  
**HARTSHORN TOM J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/98 for the Period Ending 06/30/98

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 7/10/1998 For Period Ending 6/30/1998

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)	
HARTSHORN	TOM J.		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)					VICE PRESIDENT	
Nashville	TN	37205	5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State)	(Zip)			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 (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	06/24/1998	M		33215	A	\$6.2914			
Common Stock	06/24/1998	M		80487	A	\$6.2914			
Common Stock	06/24/1998	M		40243	A	\$6.2914			
Common Stock	06/24/1998	S		102104	D	\$41.4750	89371	D	
Common Stock						\$ .0000	12207	I	SPOUSE
Common Stock						\$ .0000	223	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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exbl.	Exp. Date						Title
Stock Option	\$6.2914	06/24/1998	M			33215	04/01/1996	12/01/2003	Common Stock	33215	\$6.2914	0	D	
Stock Option	\$6.2914						06/01/2003	12/01/2003	Common Stock	32041		32041	D	
Stock Option	\$6.2914	06/24/1998	M			80487	04/01/1997	12/01/2003	Common Stock	80487	\$6.2914	0	D	
Stock Option	\$6.2914	06/24/1998	M			40243	04/01/1997	12/01/2003	Common Stock	40243	\$6.2914	0	D	
Stock Option	\$7.7987						04/01/1999	03/21/2004	Common Stock	19306		19306	D	
Stock Option	\$7.7987						04/01/1996	03/21/2004	Common Stock	24125		24125	D	
Stock Option	\$7.7987						04/01/1997	03/21/2004	Common Stock	30181		30181	D	
Stock Option	\$10.7520						04/01/1998	03/27/2005	Common Stock	39062		39062	D	
Stock Option	\$10.7520						04/01/1998	03/27/2005	Common Stock	19531		19531	D	
Stock Option	\$10.7520						04/01/1998	03/27/2005	Common Stock	14647		14647	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/TOM J. HARTSHORN

07/10/1998

\*\*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.

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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



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. Form of Ownership (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date					
Stock Option	\$12.2880						09/25/1905	03/25/2006	Common Stock	38972	38972	D	
Stock Option	\$12.2880						09/25/2005	03/25/2006	Common Stock	19485	19485	D	
Stock Option	\$12.2880						03/25/1999	03/25/2006	Common Stock	14613	14613	D	
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	24452	24452	D	
Stock Option	\$20.9600						09/21/2006	03/21/2007	Common Stock	12226	12226	D	
Stock Option	\$21.9200						06/02/2000	06/02/2007	Common Stock	9170	9170	D	

Explanation of Responses:

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/s/TOM J. HARTSHORN

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