

# **DOLLAR GENERAL CORP**

Reported by  
**SANDERSON RANDY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

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 6/10/1998

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)	
SANDERSON	RANDY	C	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/CONTROLLER	
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		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	03/06/1998	M		16015	D	\$39.0000			
Common Stock	03/06/1998	M		19532	D	\$39.0000			
Common Stock	05/18/1998	A		1200	A	\$15.0000			
Common Stock	05/18/1998	S		1200	D	\$40.0000			
Common Stock	05/19/1998	S		6300	D	\$40.3150			
Common Stock	05/21/1998	A		6300	A	\$15.0000	15710	D	

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).

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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. Form of Ownership (D) or Ind. (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exbl.	Exp. Date						Title
Stock Option	\$15.0000	05/18/1998	M			\$1200	05/18/2006	11/18/2006	Common Stock	1200	\$14.5280	\$2317	D	
Stock Option	\$15.0000	05/21/1998	M			6300	05/18/2006	11/18/2006	Common Stock	6300	\$14.5280	212	D	
Stock Option	\$15.0000						05/18/2006	11/18/2006	Common Stock	24588		24588	D	
Stock Option	\$15.0000						05/18/2006	11/18/2006	Common Stock	16015		16015	D	
Stock Option	\$15.0000						05/18/2006	11/18/2006	Common Stock	13017		13017	D	
Stock Option	\$15.0000						05/18/2006	11/18/2006	Common Stock	12294		12294	D	
Stock Option	\$26.0000						09/21/2006	03/21/2007	Common Stock	20614		20614	D	
Stock Option	\$21.0000						09/21/2006	03/21/2007	Common Stock	10308		10308	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/RANDY C. SANDERSON

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.

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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

SANDERSON, RANDY

Dollar General Corporation

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