

DOLLAR GENERAL CORP

Reported by WARNER ROBERT I

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/10/99 for the Period Ending 02/28/99

Address 100 MISSION RIDGE

GOODLETTSVILLE, TN, 37072

Telephone 6158554000

CIK 0000029534

Symbol DG

SIC Code 5331 - Retail-Variety Stores

Industry Discount Stores

Sector Consumer Cyclicals

Fiscal Year 02/02

DOLLAR GENERAL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 3/10/1999 For Period Ending 2/28/1999

Address 100 MISSION RIDGE

GOODLETTSVILLE, Tennessee 37072

Telephone 615-855-4000 CIK 0000029534

Industry Retail (Specialty)

Sector Services Fiscal Year 01/31



|F O R M 4|

U.S. SECURITIES AND EXCHANGED COMMISION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer Subject to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchanged 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 APPROVAL
OMB Number 3235-0287
Expires: September 30,1998
Estimated ave. burden
hours per response....0.5

1.Name and Address	of Reporting	Person* 2	2.Issu	uer Na	me and Ticke	r or Tr	ading	Symbol	6.Relationship Issuer (Chec		eporting Person to			
WARNER 	ROBERT	ı ı	r Gene	ral Corporat	ion		(DG)	Director						
(Last) (First) (MI)			3.IRS or Soc. Sec. No. 4.Statement for Month/ of Reporting Person Year (Voluntary) February 1999											
 (Street) 								7. Individual or Joint/Group Filing (Check Applicable Line)						
 Nashville 	7205				 			 Form filed	(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person Disposed of or Beneficially Owned Fount of 6. 7.Nature of Indirect Purities Own. Beneficial Pericially Form Ownership Led at End of (D) (Instr. 4) th or					
 (City) 	(State)	(Zip)	 T	rable	I - Non-Deri	vative	Secur	ities Acquir	red, Disposed of	or Be	neficially Owned			
1.Title of Security (Instr. 3)		2.Transac- tion Dat (Mon/Day/Y	Date Code Disposed of (D) S y/Yr) (Instr.8) (Instr. 3, 4 & 5) I			Own. Form (D)	Beneficial Ownership							
		 	 Co 	ode V 	 Amou 	nt 	(A) (D)	 Price -	Month (Instr. 3 & 4)	! "	 			
 Common Stock 		 01/01/198 	980 P		2632	8	 A 	\$.0000 \$.0000						
 Common Stock		02/24/199	 99 <i>1</i> 	 A	 400	0	 A 	- \$.8906 		 	 			
 Common Stock		02/24/199	 99 §	 S 	400	0	 D	- \$30.0000	26328	 D 	 			
 Common Stock 		 01/01/198 	 80 I	 P 	 779 	8	 A 	- \$.0000 	7798	 I 	 SPOUSE 			
 Common Stock 		 01/01/198 	 80 I	 P 	 82 	5	 A 	- \$.0000 			 			
 Common Stock 		01/01/198	 80 I	 P 	 82 	 5	 A 	- \$.0000 	1650	 I 	SPOUSE AS CUST. FOR SON'S UGMA			

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)

PAGE: 1 OF 6

|1.Title of |2.Conver-|3. |4.Tran- |5.Number of 6.Date |7.Title and Amount 8.Price of 9.Number |10. |11.Nature of Underlying Derivative of Derivative sion or Trans saction Derivative Exercisable Own. of Date Code Securities and Securities |Security |Derivative|Form|Indirect Security Exercise (Instr. 3) Price of | (Mon/ (Instr.8) Acquired (A) or (Instr. 5)|Securities|of |Beneficial Expiration (Instr. 3 & 4) Disposed of (D) Benefi-Deriva-Day/ Date |Deri |Ownership (Instr. 3, 4 & 5) (Month/Day/ cially tive Year) Sec. (Instr. 4) Security Owned at Dir. Year) End of (D) Month |Amount or or Date | Exp. Number of (Instr. 4) Ind. Code | V (A) | (D) Exbl. Date Shares (I) \$.8906 02/01 A 11/01 02/01 Common Sto | 14540 | \$0.8906 Stock Opti 14540 1998 2001 ck 1991 Stock Opti \$.8906 02/24 M 4000 11/01 02/01 Common Sto 4000 \$0.8906 1998 2001 ck \$.8906 02/01 A 11/01 02/01 Common Sto Stock Opti 37540 37540 \$0.8906 37540 D 1998 2001 ck 1991 Stock Opti \$3.5902 11/19 11/01 11/19 Common Sto 37993 \$3.5902 37993 D 1998 2002 ck on 1992 11/01 12/01 Common Sto Stock Opti | \$5.0331 12/01 A 31468 31468 | \$5.0331 31468 D on 1993 1998 2003 ck 06/01 12/01 Common Sto 13110 Stock Opti \$5.0331 12/01 A 13110 \$5.0331 13110 D 2003 2003 ck 1993 11/01 12/01 Common Sto Stock Opti| \$5.0331 | 12/01 | A 32900 32900 | \$5.0331 32900 D 1998 2003 ck on 1993 Stock Opti | \$5.0331 12/01 A 11/01 12/01 Common Sto 16446 \$5.0331 16446 D 16446 1998 2003 ck on Stock Opti | \$6.2390 | 03/21 | A 11/01 03/21 Common Sto 7862 \$6.2390 1994 1998 2004 ck on 11/01 03/21 Common Sto 9828 Stock Opti | \$6.2390 03/21 A 9828 \$6.2390 9828 D 1994 1998 | 2004 ck on

Explanation of Responses:

/s/BOB CARPENTER 03/10/1999

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**Signature of Reporting Person

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Date 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

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

|F O R M 4|

U.S. SECURITIES AND EXCHANGED COMMISION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer Subject to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchanged 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 APPROVAL
OMB Number 3235-0287
Expires: September 30,1998
Estimated ave. burden
hours per response....0.5

1.Name and Address	2.Issuer Name and Ticker or Trading Symbol								onship of Reporting Person to (Check all Applicable)						
MINICADIA	ROBERT	I	 	rar G	unci a.	r corporat	1011	(DG)			 Director		10% Owner		
(Last) (First) (MI) 104 Woodmont Blvd., Suite 300				3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)				4.Statement for Month/ Year			 X Officer (give title	Other W)(Specify below			
To I woodmone BI		VOLUII	cary		February 1999 				 VICE PRESIDENT						
(Street)	 					5.If Amendment, Date of Original (Month/Year)									
Nashville TN 37205											X Form filed by One Reporting Person				
			 								Form filed by More than One				
(City)	(State)	(Zip)		TAB:	LE I	- Non-Deri	vative S	Secur	ities Acqu	ire	d, Disposed of	or Be	neficially Owned		
1.Title of Securit (Instr. 3)	-y	2.Transad tion Day (Mon/Day	ate	3.Tr	de	4.Securit Dispose (Instr.	d of (D)	A) or		ecurities Own. Benefic eneficially Form Ownersh				
		 		 Code	 V	 Amou:		(A)	Price	j 1	Owned at End of Month (Instr. 3 & 4)	or	(Instr. 4) 		

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)

PAGE: 3 OF 6

|1.Title of |2.Conver-|3. |4.Tran- |5.Number of 6.Date |7.Title and Amount |8.Price of |9.Number |10. |11.Nature of Underlying Derivative of Derivative sion or Trans saction Derivative Exercisable Own. of Security | Exercise | Date | Code Securities and Securities |Security | Derivative | Form | Indirect (Instr. 3) Price of | (Mon/ (Instr.8) Acquired (A) or (Instr. 5)|Securities|of |Beneficial Expiration (Instr. 3 & 4) Disposed of (D) Benefi-Deriva-Day/ Date |Deri |Ownership (Instr. 3, 4 & 5) (Month/Day/ cially tive Year) Security Owned at Dir. Year) End of (D) Month |Amount or or Date | Exp. Number of (Instr. 4) Ind. Codel V (A) | (D) Exbl. Date Shares (I) 11/01 03/21 Common Sto | 12335 | \$6.2390 Stock Opti | \$6.2390 | 03/21 | A 12335 12335 D 1998 2004 ck 1994 Stock Opti \$8.6016 03/21 A 11/01 03/27 Common Sto 20032 \$8.6016 20032 D 1998 2005 ck Stock Opti | \$8.6016 | 03/27 | A 11/01 03/27 Common Sto 10002 D 10002 10002 \$8.6016 1998 2005 ck 1995 Stock Opti \$8.6016 03/27 11/01 03/27 Common Sto 7520 \$8.6016 1995 1998 | 2005 ck on 09/25 03/25 Common Sto Stock Opti | \$9.8304 03/25 A \$9.8304 on 1996 2005 | 2006 | ck 09/25 03/25 Common Sto Stock Opti | \$9.8304 | 03/25 | A 9671 \$9.8304 2005 2006 ck 1996 03/25 03/25 Common Sto Stock Opti| \$9.8304 03/25 A 7253 7253 \$9.8304 7253 D 1999 2006 ck on 1996 11797 Stock Opti | \$16.7680 | 03/21 | A 09/21 03/21 Common Sto 11797 \$16.7680 11797 İ 2006 2007 ck 1997 on Stock Opti | \$16.7680 | 03/21 | A 09/21 03/21 Common Sto 5897 \$16.7680 1997 2006 | 2007 ck on 06/02 06/02 Common Sto 4422 \$17.5360 Stock Opti | \$17.5360 | 06/02 | A 1997 2000 | 2007 ck

Explanation of Responses:

/s/BOB CARPENTER 03/10/1999

**Signature of Reporting Person

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Date SEC 1474 (7-96)

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OMB Number 3235-0287
Expires: September 30,1998
Estimated ave. burden
hours per response....0.5

1.Name and Addres	s of Reporting	Person* 2	l.Issuer	Name	and Ticke	r or Tr	ading	Symbol							
WARNER	ROBERT	ı İD	ollar G	enera	l Corporat	ion		(DG)	j	Director 10% Own					
(Last) 104 Woodmont Bl	j) 3.IRS or Soc. Sec. No. 4.Statement for Month/ of Reporting Person Year (Voluntary) February 1999						(give title	X Officer Other (give title below)(Specify below)						
 (Street) 	i	 5.If Amendment, Date of Original (Month/Year)						 f 7. Individual	7. Individual or Joint/Group Filing (Check Applicable Line)						
 Nashville 	TN 3°	7205				 			 Form filed	Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person Disposed of or Beneficially Owned unt of 6. 7.Nature of Indirect					
 (City) 	(State)	(Zip)	TAB	LE I	- Non-Deri	vative	Secur	ities Acqui	red, Disposed of	or Be	neficially Owned				
1.Title of Security 2.Transa (Instr. 3) tion D (Mon/Day)	A) or 	5.Amount of Securities Beneficially Owned at End of	Own.	Beneficial Ownership				
		 	 Code	 v 	Amou		(A) (D)	 Price 	Month	or					
 		 	· 	 	 		 	 		 	 				
 		 	· 				 	 			 				
		 	· 				 	 			 				

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SEC 1474 (7-96)

PAGE: 5 OF 6

1.Title of 2.Conv Derivative sion o Security Exerci (Instr. 3) Price Deriva tive Securi		Date (Mon/ Day/ Year)	Code (Instr.8) 		Securitie	and Expiration Date		of Under Securiti (Instr.	lying es 3 & 4)	Security (Instr. 5) 	of Derivative Securities Benefi-	Own. Form of Deri Sec. Dir.	of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A)		 - Date Exbl.	 Exp. Date	 Title	Amount or Number of Shares	İ	Month (Instr. 4) 	or	
Stock Opti on	 \$20.8640 	İ	 A	i i	2968		02/25		 Common Sto		 \$20.8640 	 2968 		
Stock Opti on	I	1	A		 2066 		02/25	1	Common Sto	l	 \$20.8640 	I	 D 	
Stock Opti on	I	1	A		 1487 		02/25	 08/25 2007	Common Sto	 1487 	 \$20.8640 	 1487 	 D 	
Stock Opti on	I	1	A		1033		02/25				 \$20.8640 	 1033 	 D 	
Stock Opti on			A	 	1112		08/25				 \$20.8640 	 1112 	 D 	
Stock Opti on	 \$20.8640 		A	 	 776		08/25	 08/25 2007	Common Sto	 776 	 \$20.8640 	 776 	 D 	
Stock Opti on	 \$29.5000 	 04/27 1998	A	 	 3675 		10/27	ı		 3675 	 \$29.5000 	 3675 	 D 	
Stock Opti on	l .		A		 26221 		11/01				 \$5.0331 		 D 	
	 	 	 	 			 -	 	 	 	 	 	 	
	 	 	 	 			 - 	 	 	 	 	 	 	

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WARNER, ROBERT

Dollar General Corporation

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