

TURNER CAL /TN
Form 4
February 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER CAL /TN

(Last) (First) (Middle)

100 MISSION RIDGE

(Street)

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOLLAR GENERAL CORP [DG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Employee Advisor to the Board

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2005		S ⁽¹⁾		400	D	\$ 22.13
Common Stock	02/08/2005		S ⁽¹⁾		800	D	\$ 22.14
Common Stock	02/08/2005		S ⁽¹⁾		900	D	\$ 22.15
Common Stock	02/08/2005		S ⁽¹⁾		600	D	\$ 22.12
Common Stock	02/08/2005		S ⁽¹⁾		1,400	D	\$ 22.18
							9,056,589
							9,055,789
							9,054,889
							9,054,289
							9,052,889

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Common Stock	02/08/2005	<u>S⁽¹⁾</u>	1,500	D	\$ 22.16	9,051,389	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	600	D	\$ 22.17	9,050,789	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	3,100	D	\$ 22.19	9,047,689	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	3,900	D	\$ 22.2	9,043,789	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	1,600	D	\$ 22.21	9,042,189	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	3,400	D	\$ 22.22	9,038,789	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	700	D	\$ 22.25	9,038,089	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	3,000	D	\$ 22.23	9,035,089	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	2,100	D	\$ 22.24	9,032,989	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	400	D	\$ 22.26	9,032,589	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	300	D	\$ 22.27	9,032,289	D
Common Stock	02/08/2005	<u>S⁽¹⁾</u>	300	D	\$ 22.28	9,031,989	D

Common Stock						500,000	I	By Cal Turner, Jr. Annuity Trust 2004-1
Common Stock						338,811	I	By Hurley Calister Turner, Jr. 1994 Trust
Common Stock						586,552	I	By Elizabeth Turner Campbell 1994 Trust
Common Stock						758,836	I	By Spouse
Common Stock						6,343,780	I	By Turner Children Trust

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Common Stock	10,265	I	By IRA
Common Stock	11,533	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TURNER CAL /TN
100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

Employee Advisor to the Board

Signatures

/s/ Susan S. Lanigan, by Power of
Attorney

02/09/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1) This sale was made pursuant to the terms and conditions of a Rule 10b5-1 Sales Plan, which the reporting person adopted on June 24, 2004.

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

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