

TURNER CAL /TN
Form 4
February 09, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 MISSION RIDGE

(Street)

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

____ Director
____ Officer (give title below) Other (specify below)
Employee Advisor to the Board

GOODLETTSVILLE, TN 37072

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	02/08/2005		S ⁽¹⁾	V 400 D	\$ 22.13	9,056,589	D
Common Stock	02/08/2005		S ⁽¹⁾	800 D	\$ 22.14	9,055,789	D
Common Stock	02/08/2005		S ⁽¹⁾	900 D	\$ 22.15	9,054,889	D
Common Stock	02/08/2005		S ⁽¹⁾	600 D	\$ 22.12	9,054,289	D
Common Stock	02/08/2005		S ⁽¹⁾	1,400 D	\$ 22.18	9,052,889	D

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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. 5)
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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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