

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)
02/07/2005

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Employee Advisor to the Board

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

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

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) Code V Amount Price			
Common Stock	02/07/2005		S ⁽¹⁾	100 D \$ 22.19	9,057,389	D	
Common Stock	02/07/2005		S ⁽¹⁾	100 D \$ 22.18	9,057,289	D	
Common Stock	02/07/2005		S ⁽¹⁾	100 D \$ 22.16	9,057,189	D	
Common Stock	02/07/2005		S ⁽¹⁾	200 D \$ 22.15	9,056,989 ⁽²⁾	D	
Common Stock					500,000	I	By Cal Turner, Jr. Annuity

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Common Stock	338,811	I	Trust 2004-1 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
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 Owned Beneficially (Instr. 5)
				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.
Due to technical restrictions in the on-line reporting system, the reporting person filed two other Forms 4 (for a total of three Forms 4) to
- (2) report transactions occurring on February 7, 2005. The direct end of period holdings reported on this Form 4 represents the total number of shares of Common Stock held directly by the reporting person following all transactions that occurred on February 7, 2005.

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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