

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
02/07/2005

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	02/07/2005		S ⁽¹⁾		500	D	\$ 22.49	9,069,289	D
Common Stock	02/07/2005		S ⁽¹⁾		500	D	\$ 22.52	9,068,789	D
Common Stock	02/07/2005		S ⁽¹⁾		600	D	\$ 22.48	9,068,189	D
Common Stock	02/07/2005		S ⁽¹⁾		100	D	\$ 22.45	9,068,089	D
Common Stock	02/07/2005		S ⁽¹⁾		1,300	D	\$ 22.39	9,066,789	D

Edgar Filing: TURNER CAL /TN - Form 4

Common Stock	02/07/2005	<u>S⁽¹⁾</u>	800	D	\$ 22.38	9,065,989	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	1,600	D	\$ 22.37	9,064,389	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	1,300	D	\$ 22.36	9,063,089	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	600	D	\$ 22.35	9,062,489	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	100	D	\$ 22.34	9,062,389	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	200	D	\$ 22.33	9,062,189	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	100	D	\$ 22.32	9,062,089	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	100	D	\$ 22.31	9,061,989	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	100	D	\$ 22.3	9,061,889	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	200	D	\$ 22.29	9,061,689	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	200	D	\$ 22.27	9,061,489	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	400	D	\$ 22.28	9,061,089	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	1,100	D	\$ 22.26	9,059,989	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 22.25	9,058,989	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	300	D	\$ 22.23	9,058,689	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	400	D	\$ 22.22	9,058,289	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	100	D	\$ 22.21	9,058,189	D
Common Stock	02/07/2005	<u>S⁽¹⁾</u>	700	D	\$ 22.2	9,057,489 ⁽²⁾	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
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Reporting Owners

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 entered into on June 24, 2004.
- (2) Due to technical restrictions in the on-line filing system, the reporting person will file another Form 4 to report additional 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.

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 OMB number.