

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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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

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