

# **DOLLAR GENERAL CORP**

Reported by  
**TURNER CAL /TN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/10/05 for the Period Ending 02/09/05

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

# 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
TURNER CAL /TN			DOLLAR GENERAL CORP [ DG ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Employee Advisor to the Board</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			2/9/2005					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GOODLETTSVILLE, TN 37072						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/9/2005		S (U)		200	D	\$21.88	9016989	D	
Common Stock	2/9/2005		S (U)		100	D	\$21.9	9016889	D	
Common Stock	2/9/2005		S (U)		500	D	\$21.89	9016389	D	
Common Stock	2/9/2005		S (U)		2000	D	\$21.96	9014389	D	
Common Stock	2/9/2005		S (U)		1000	D	\$21.97	9013389	D	
Common Stock	2/9/2005		S (U)		4000	D	\$22	9009389	D	
Common Stock	2/9/2005		S (U)		1800	D	\$22.01	9007589	D	
Common Stock	2/9/2005		S (U)		100	D	\$22.04	9007489	D	
Common Stock	2/9/2005		S (U)		500	D	\$21.91	9006989 (2)	D	
Common Stock								500000	I	By Cal Turner, Jr. Annuity Trust 2004-1
Common Stock								338811	I	By Hurley Calister Turner, Jr. 1994 Trust
Common Stock								586552	I	By Elizabeth Turner Campbell 1994 Trust
Common Stock								758836	I	By Spouse
Common Stock								6343780	I	By Turner Children Trust
Common Stock								10265	I	By IRA
Common Stock								11533	I	By 401(k)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (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 imposed by the on-line reporting system, the reporting person filed one additional Form 4 (for a total of two Forms 4) to report transactions occurring on February 9, 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 9, 2005.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>TURNER CAL /TN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072</b>				<b>Employee Advisor to the Board</b>

**Signatures**/s/ Susan S. Lanigan, by Power of Attorney2/10/2005

\*\*Signature of Reporting Person

Date

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

\* 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).

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

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.