DOLLAR GENERAL CORP

FORM S-8 POS
(Post-Effective Amendment to an S-8 filing)

Filed 08/24/05

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

DOLLAR GENERAL CORP

FORM S-8 POS
(Post-Effective Amendment to an S-8 filing)

Filed 8/24/2005

Address	100 MISSION RIDGE
	GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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

POST-EFFECTIVE AMENDMENT NO. 1
TO REGISTRATION STATEMENT
ON FORM S-8
UNDER
THE SECURITIES ACT OF 1933

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

TENNESSEE	**61-0502302**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 MISSION RIDGE **GOODLETTSVILLE, TENNESSEE**	**37072**
(Address of Principal Executive Offices)	(Zip Code)

1993 OUTSIDE DIRECTORS' STOCK OPTION PLAN

(Full title of the plan)

SUSAN S. LANIGAN
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
100 MISSION RIDGE
GOODLETTSVILLE, TENNESSEE 37072

(Name and address of agent for service)

(615) 855-4000

(Telephone number, including area code, of agent for service)

DEREGISTRATION OF SECURITIES

On December 20, 1993, Dollar General Corporation ("Dollar General") filed a Registration Statement on Form S-8, Reg. No. 33-51591 (the "Registration Statement"), which registered 500,000 [1] shares of Dollar General's common stock, par value $.50 per share (the "Common Stock"), for issuance under the 1993 Outside Directors' Stock Option Plan (the "Plan").

The Plan terminated by its terms on March 28, 2003 and all of Dollar General's outstanding obligations under the Plan have been satisfied. Dollar General hereby amends the Registration Statement to deregister the 3,517,037 shares of Common Stock that remain unsold pursuant to the Registration Statement.

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[1] Represents 3,725,290 shares of Common Stock after taking into account each of the five-for-four stock splits effected by Dollar General in September 1993, April 1994, March 1995, April 1996, February 1997, September 1997, March 1998, September 1998, and May 1999.

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SIGNATURES

The Registrant . Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Goodlettsville, State of Tennessee, on this 24 th day of August, 2005.

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DOLLAR GENERAL CORPORATION

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By: /s/ David A. Perdue

David A. Perdue
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	**Capacity**	**Date**
/s/ David A. Perdue David A. Perdue	Chairman and Chief Executive Officer	August 24, 2005
/s/ David M. Tehle David M. Tehle	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	August 24, 2005
/s/ David L. Beré David L. Beré	Director	August 24, 2005
/s/ Dennis C. Bottorff Dennis C. Bottorff	Director	August 24, 2005
/s/ Barbara L. Bowles Barbara L. Bowles	Director	August 24, 2005
/s/ James L. Clayton James L. Clayton	Director	August 24, 2005
/s/ Reginald D. Dickson Reginald D. Dickson	Director	August 24, 2005

/s/ E. Gordon Gee	Director	August 24, 2005
E. Gordon Gee		
/s/ Barbara M. Knuckles	Director	August 24, 2005
Barbara M. Knuckles		
/s/ J. Neal Purcell	Director	August 24, 2005
J. Neal Purcell		
/s/ James D. Robbins	Director	August 24, 2005
James D. Robbins		
/s/ David M. Wilds	Director	August 24, 2005
David M. Wilds		

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