

## **DOLLAR GENERAL CORP**

# Reported by TURNER CAL/TN

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 02/09/05 for the Period Ending 02/07/05

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



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

Common Stock																		
Title of Seconds   Common Stock   1   27/2085   2   27/2085   2   2   2   2   2   2   2   2   2	1. Name and Address of Reporting Person *					2.	2. Issuer Name and Ticker or Trading Symbol											
Common Stock	TUDNED C	AI /TN				D	OLI	LAR (	GENER	ΑL	COR	P I D0	71	(Cneck an ap)	oncable)			
100 MISSION RIDGE			(M	iddle)								-		Director	Director 10% Owner			
Common Stock	(Last)	(First)	(IVI	iddie)			Duite	or zur.	1000 TTUIN		(	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,				Other (speci	fy below)
Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Bright of Mark Agents of Ma	100 MISSIO	N RIDGI	Ε						2/	7/20	005			Employee Ac	lvisor to t	the Board		
Table   Non-Derivative Securities   Acquired   Disposed of, or Beneficially Owned   Securities   Continuous Stock   Security   Continuous Stock   Security   Securi		(Stree	et)			4.	If Aı	nendme	ent, Date C	Origi	nal File	d (MM/D	D/YYY	Y) 6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)
Table   Foundament   Foundame	GOODLET													X Form filed by	X Form filed by One Reporting Person			
1.781e of Security (Instr. 3)   2.772005   2.772005   3.77005	(C	ity) (Stat	te) (Zi	p)														
1.781e of Security (Instr. 3)   2.772005   2.772005   3.77005				Table	I - N	on-De	rivat	ive Sec	urities Ac	quir	ed, Dis	sposed o	f, or	Beneficially Own	ed			
Page								Deemed	3. Trans. Code				ired (A	5. Amount of Securi	5. Amount of Securities Beneficially Owned			
Common Stock	(Instr. 3)							(Instr. 8)				)						
Common Stock																		
Common Stock									Code	v	Amount		Price				(I) (Instr.	
Common Stock	Common Stock				2/7/	2005					<b>+</b>	- · ·	1		057389			
Common Stock	Common Stock				2/7/2005				S (1)		100	D	\$22.13	3 9	057289		D	
Common Stock	Common Stock				2/7/2005				S (1)		100	D	\$22.10	5 9	057189		D	
Common Stock	Common Stock				2/7/	2005			S (1)		200	D	\$22.13	5 90	56989 (2)		D	
Common Stock																		
Common Stock	Common Stock														500000		I	Jr.
Common Stock																		Trust
Common Stock																		
Common Stock  Common Stock  Common Stock  Common Stock  Table II - Derivative Securities  Table II - Derivative Securities  Security  Conversion (Instr. 3)  1. Title of Derivate Security Conversion (Instr. 3)  1. Title of Derivate Security Securities Share  Security Securities Share Sha	G G 1														20011			
Trust   Common Stock   Common Stoc	Common Stock												•	330011		1	Turner,	
Common Stock																		Trust
Common Stock  Common Stock  Common Stock  Table II - Derivative Security (Instr. 3)  Table 2. Conversion of Exercise Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed Execution Date Execution Date, if any Price of Derivative Security (Instr. 3)  Table 3. A Deemed (Instr. 8)  Table 3. Trans. Code (Instr. 8)  Date Exercisable Date  Expiration Date  Expiration Date  Expiration Date  Title and Amount of Security (Instr. 3)  Security (Instr. 3)  Title and Amount of Security (Instr. 3)  Security (Instr. 3)  Title and Amount of Security (Instr. 4)  Title and Amount of Security (Instr. 5)  Title and Amount of Security (Instr. 4)  Title and Amount of Shares  Title and Amou																		
1994   Trust   1994   1994   Trust   1994   1	Common Stock													586552				
Common Stock  Common Stock  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  Or Exercise Price of Derivative Security (Instr. 8)  Date Date Expiration Date Date Securities Date Date Security (Instr. 3)  Date Expiration Date Date Security (Instr. 4)  Date Expiration Title Amount of Number of Title Shares  Amount or Number of Title Amount or Number of Title Shares																	1994	
Common Stock  Table II - Derivative Securities  I. Title of Derivate Security (Instr. 3)  Conversion or Exercise Price of Derivative Security  Conversion or Exercise Price of Derivative Security  Conversion or Exercise Security  Conversion Date  Expiration Date  Expiration Date  Security  Conversion Date  Security  Conversion or Se	Common Stock													<u> </u>	758836		T	Ву
Common Stock  Table II - Derivative Securities  Security (Instr. 3)  Table II - Derivative Securities  Date Security (Instr. 3)  Date Security (Instr. 3)  Date Security (Instr. 3, 4 and 5)  Date Security (Instr. 3, 4 and 5)  Date Security (Instr. 3, 4 and 5)  Date Security (Instr. 3 and 4)  Date Security (Instr. 4)  Date Security (Instr. 4)  Date Securities Amount or Number of Shares  Date Security (Instr. 4)  Date Securities In Amount or Number of Shares  Title Amount or Number of Shares																		
Common Stock  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Date Security (Instr. 3)  Date Security Security  Derivative Security  Derivative Security  Derivative Security  Derivative Securities	Common Stock													6	343780		I	Turner
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  (Instr. 3)  3. Trans. Date Security (Instr. 3, 4 and 5)  4. Trans. Code (Instr. 8)  4. Trans. Code (Instr. 8)  5. Number of Derivative Securities (Instr. 3 and 4)  6. Date Exercisable and Expiration Date Security (Instr. 3 and 4)  8. Price of Securities Underlying Derivative Security Securities Security (Instr. 3 and 4)  8. Price of Securities Securities Ownership Owned Hendical Ownership Owned Securities Porivative Security Securities Porivative Security Security Security (Instr. 5)  8. Price of Derivative Securities Ownership Owned Hendical Ownership Owned Securities Porivative Security Securities Porivative Security Securities Porivative Security Securities Ownership Owned Derivative Security (Instr. 4)  8. Price of Securities Ownership Owned Hendical Ownership Owned Derivative Security Owned Derivative Security Securi																		
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1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security (Instr. 3)  3. Trans. Date  4. Trans. Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Security  1. Trans.  3. Trans. Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Security  1. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Security (Instr. 3)  Amount or Number of Shares  Title Amount or Number of Shares  10. Diving derivative Security (Instr. 4)  Derivative Security Security (Instr. 4)  Title Amount or Number of Shares	Common Stock												11533		I	By 401(K)		
1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security (Instr. 3)  3. Trans. Date  4. Trans. Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Security  1. Trans.  3. Trans. Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Security  1. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Security (Instr. 3)  Amount or Number of Shares  Title Amount or Number of Shares  10. Diving derivative Security (Instr. 4)  Derivative Security Security (Instr. 4)  Title Amount or Number of Shares		Tabl	e II - Der	ivative	e Secu	ırities	Bene	eficially	Owned (	e.g.	, puts,	calls, w	arran	ts, options, conve	rtible sec	urities)		
Or Exercise Price of Derivative Security Security Security Security Security (Instr. 3) Date, if any Derivative Security Security Security (Instr. 3) Date Expiration Exercisable Date Security Title Security Security (Instr. 5) Derivative Security Security Security (Instr. 5) Derivative Security Security Security Security Owned Security: Following Direct (D) Shares  Form of Derivative Security Ownership Ownership Or Indirect Transaction(s) (I) (Instr. 4)	1. Title of Derivate 2. 3. Trans. 3A. Deemed				4. Trans	ns. Code 5. Num		er of	6. D	6. Date Exercisable and			e and Amount of	Amount of 8. Price of				
Derivative Security    Date   Expiration   Exercisable   Date   Expiration   Exercisable   Date   Date   Date   Expiration   Exercisable   Date   Dat	(Instr. 3) or Exercise		Date			(Instr. 8)	Acquire		d (A) or	Exp	Expiration Date			tive Security	Security Security		Form of	Beneficial
Security  Date Expiration Title Amount or Number of Shares  Following Reported or Indirect Transaction(s) (I) (Instr.									sed of (D)					3 and 4)				
Exercisable Date Title Shares Transaction(s) (I) (Instr.										Date	ρ.	Expiration		Amount or Number of	Fol	Following	Direct (D)	
					Code	Code	v	(A)	(D)				Title			Transaction(s)	(I) (Instr.	

#### **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 adopted on June 24, 2004.
- (2) 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 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.

#### **Reporting Owners**

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

#### **Signatures**

/s/ Susan S. Lanigan, by Power of Attorney	2/9/2005		
** 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