

# **DOLLAR GENERAL CORP**

Reported by  
**TURNER CAL /TN**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 02/14/05 for the Period Ending 01/03/05

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

<b>1. Name and Address of Reporting Person *</b>  <b>TURNER CAL /TN</b>  (Last) (First) (Middle)  <b>100 MISSION RIDGE</b>  (Street)  <b>GOODLETTSVILLE, TN 37072</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [ DG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <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>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/3/2005</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>1/5/2005</b>		

**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	1/3/2005		S	(U)			3900	D	\$21.1	9178089	D	
Common Stock	1/3/2005		S	(U)			600	D	\$21.15	9177489	D	
Common Stock	1/3/2005		S	(U)			1800	D	\$21.18	9175689	D	
Common Stock	1/3/2005		S	(U)			800	D	\$21.2	9174889	D	
Common Stock	1/3/2005		S	(U)			6800	D	\$21.22	9168089	D	
Common Stock	1/3/2005		S	(U)			600	D	\$21.24	9167489	D	
Common Stock	1/3/2005		S	(U)			7300	D	\$21.25	9160189	D	
Common Stock	1/3/2005		S	(U)			2800	D	\$21.27	9157389	D	
Common Stock	1/3/2005		S	(U)			400	D	\$21.28	9156989	D	

**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	Title	Amount or Number of Shares				

**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. The reporting person timely filed a Form 4 on January 5, 2005 to report the sale of 25,000 shares under the Rule 10b5-1 Sales Plan on January 3, 2005. However, that Form 4 reported the sale in the aggregate using the average sales price. The reporting person subsequently determined that the sales were made in a series of transactions at various prices. This Form 4 is being filed to reflect those individual transactions and prices rather than the aggregated and averaged information.

**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 L. Lanigan, by Power of Attorney

2/14/2005

\*\* 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.

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