

# **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<br>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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hours per response... 0.5

[ ] 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<br>(Check all applicable)  |  |  |
| TURNER CAL /TN                            |  |  | DOLLAR GENERAL CORP [ DG ]                        |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |     | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|-----|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V   | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 400   | D             | \$22.16 | 9031589   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.24 | 9031489   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.22 | 9031389   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.21 | 9031289   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.19 | 9031189   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 200   | D             | \$22.17 | 9030989   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 500   | D             | \$22.15 | 9030489   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 300   | D             | \$22.14 | 9030189   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 500   | D             | \$22.11 | 9029689   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 200   | D             | \$22.12 | 9029489   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.13 | 9029389   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 100   | D             | \$22.1  | 9029289   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 200   | D             | \$22.08 | 9029089   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 300   | D             | \$22.06 | 9028789   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 200   | D             | \$22.05 | 9028589   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 900   | D             | \$22.03 | 9027689   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 1700  | D             | \$22.02 | 9025989   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 1400  | D             | \$21.93 | 9024589   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 2100  | D             | \$21.94 | 9022489   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 1400  | D             | \$21.99 | 9021089   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 2000  | D             | \$21.98 | 9019089   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 1200  | D             | \$21.95 | 9017889   | D   |   |
| Common Stock                       | 2/9/2005       |   | S                            | (U) | 700   | D             | \$21.92 | 9017189 (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                           |

**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                    |                |                                   |                           |   |   |            |       | 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 | 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.
- (2) Due to technical restrictions imposed by the on-line filing system, the reporting person will file another Form 4 to report additional transactions that occurred on February 9, 2005.

**Reporting Owners**

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

**Signatures**

/s/ Susan S. Lanigan, by Power of Attorney

2/10/2005

\*\*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.