

TURNER CAL /TN
Form 4
November 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER CAL /TN

2. Issuer Name and Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 MISSION RIDGE

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2004

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Employee advisor to the Board

(Street)
GOODLETTSVILLE, TN 37072

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/17/2004 | | S ⁽¹⁾ | 25,000 D | \$ 21.07 | 9,231,989 | D |
| Common Stock | 11/18/2004 | | S ⁽¹⁾ | 5,600 D | \$ 21.12 | 9,226,389 | D |
| Common Stock | 11/18/2004 | | S ⁽¹⁾ | 10,000 D | \$ 21.1 | 9,216,389 | D |
| Common Stock | 11/18/2004 | | S ⁽¹⁾ | 3,000 D | \$ 21.08 | 9,213,389 | D |
| Common Stock | 11/18/2004 | | S ⁽¹⁾ | 3,300 D | \$ 21.07 | 9,210,089 | D |

Edgar Filing: TURNER CAL /TN - Form 4

| | | | | | | | | |
|--------------|------------|--------------|-------|---|----------|-----------|---|---|
| Common Stock | 11/18/2004 | <u>S</u> (1) | 1,300 | D | \$ 21.11 | 9,208,789 | D | |
| Common Stock | 11/18/2004 | <u>S</u> (1) | 300 | D | \$ 21.09 | 9,208,489 | D | |
| Common Stock | 11/18/2004 | <u>S</u> (1) | 1,500 | D | \$ 21.13 | 9,206,989 | D | |
| Common Stock | | | | | | 500,000 | I | By Cal Turner, Jr. Annuity Trust 2004-1 |
| Common Stock | | | | | | 49,965 | I | By James Stephen Turner 1994 Trust |
| Common Stock | | | | | | 338,811 | I | By Hurley Calister Turner, Jr. 1994 Trust |
| Common Stock | | | | | | 586,364 | I | By Laura Jo Turner Dugas 1994 Trust |
| Common Stock | | | | | | 586,552 | I | By Elizabeth Turner Campbell 1994 Trust |
| Common Stock | | | | | | 758,836 | I | By Spouse |
| Common Stock | | | | | | 6,343,780 | I | By Turner Children Trust |
| Common Stock | | | | | | 10,265 | I | By IRA |
| Common Stock | | | | | | 11,540 | I | By 401(k) |

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

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.

SEC 1474
(9-02)

