

DOLLAR GENERAL CORP
Form 4/A
February 14, 2005

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, 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

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

GOODLETTSVILLE, TN 37072
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2005

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 01/03/2005 | | S ⁽¹⁾ | 3,900 D \$ 21.1 | 9,178,089 | D | |
| Common Stock | 01/03/2005 | | S ⁽¹⁾ | 600 D \$ 21.15 | 9,177,489 | D | |
| Common Stock | 01/03/2005 | | S ⁽¹⁾ | 1,800 D \$ 21.18 | 9,175,689 | D | |
| Common Stock | 01/03/2005 | | S ⁽¹⁾ | 800 D \$ 21.2 | 9,174,889 | D | |
| Common Stock | 01/03/2005 | | S ⁽¹⁾ | 6,800 D \$ 21.22 | 9,168,089 | D | |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|----------|-----------|---|
| Common Stock | 01/03/2005 | <u>S</u> (1) | 600 | D | \$ 21.24 | 9,167,489 | D |
| Common Stock | 01/03/2005 | <u>S</u> (1) | 7,300 | D | \$ 21.25 | 9,160,189 | D |
| Common Stock | 01/03/2005 | <u>S</u> (1) | 2,800 | D | \$ 21.27 | 9,157,389 | D |
| Common Stock | 01/03/2005 | <u>S</u> (1) | 400 | D | \$ 21.28 | 9,156,989 | D |

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

TURNER CAL /TN
100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

Relationships

Director 10% Owner Officer Other

Employee Advisor to the Board

Signatures

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

02/14/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

(1) 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.

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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