TURNER CAL/TN

Form 4

January 05, 2005

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

TURNER CAL/TN

1. Name and Address of Reporting Person *

			DOLLAR GENERAL CORP [DG]					DG]	(Check all applicable)			
(Last) 100 MISS	(First) ION RIDGE	(Middle)	3. Date (Month) 01/03/	/Day/Ye		Γransaction		 bo	Director Officer (give titelow)	10%	Owner er (specify	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GOODLE	TTSVILLE, TN 3	37072							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - N	lon-	Derivative	Securi	ities Acqui	red, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 01/03/2005	2A. Deemed Execution I any (Month/Day	Date, if	3. Transa Code (Instr. Code $S(1)$	8)	4. Securitie anDisposed o (Instr. 3, 4) Amount 25,000	f (D)	Price	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)	
Stock Common Stock				_		,		21.2119	500,000	I	By Cal Turner, Jr. Annuity Trust 2004-1	
Common Stock	12/23/2004			G	V	49,883	D	\$ 0	82	I	By James Stephen Turner 1994 Trust	

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Common Stock	12/29/2004	G	V	82	D	\$0	0	I	By James Stephen Turner 1994 Trust
Common Stock							338,811	I	By Hurley Calister Turner, Jr. 1994 Trust
Common Stock	12/28/2004	G	V	586,364	D	\$ 0	0	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							11,533	I	By 401(k)

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

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of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares (Insti

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TURNER CAL /TN 100 MISSION RIDGE GOODLETTSVILLE, TN 37072

Employee Advisor to Board

Signatures

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

01/05/2005

**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).
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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