### Edgar Filing: PURCELL J NEAL - Form 4

Form 4										
January 26, <b>FORN</b>	ЛЛ								PPROVAL	
	UNITED	STATES					COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF										
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> PURCELL J NEAL			2. Issuer Name <b>and</b> Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 100 MISSION RIDGE			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2005			(Check all applicable) Director Officer (give title below) below) Other (specify below)				
GOODI FI	4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip)	Π-1	1. T. N		G	Person		<b>I</b> 0 <b>I</b>	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3,	ies (A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Re	port on a separate line	e for each cla	ass of sect	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	01/24/2005	А		121.892		(2)	(2)	Common Stock	121.892

## **Reporting Owners**

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
PURCELL J NEAL 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	Х						
Signatures							
/s/ Susan S. Lanigan, by Power of Attorney	f 01/26/2005						
**Signature of Reporting Person		Dat	e				

### **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) The shares of phantom stock are convertible into shares of common stock on a one-for-one basis.
- (2) The shares of phantom stock become payable in common stock (and cash in lieu of fractional shares) upon the reporting person's termination of service as a non-employee director.

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.