

TURNER CAL /TN
Form 4/A
February 14, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

02/04/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/07/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Employee Advisor to the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2005		S ⁽¹⁾		6,100	D	\$ 22.4
							9,100,889
Common Stock	02/04/2005		S ⁽¹⁾		700	D	\$ 22.29
							9,100,189
Common Stock	02/04/2005		S ⁽¹⁾		1,300	D	\$ 22.28
							9,098,889
Common Stock	02/04/2005		S ⁽¹⁾		1,200	D	\$ 22.27
							9,097,689
Common Stock	02/04/2005		S ⁽¹⁾		2,500	D	\$ 22.26
							9,095,189

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Common Stock	02/04/2005	<u>S</u> (1)	200	D	\$ 22.24	9,094,989	D
Common Stock	02/04/2005	<u>S</u> (1)	100	D	\$ 22.23	9,094,889	D
Common Stock	02/04/2005	<u>S</u> (1)	300	D	\$ 22.21	9,094,589	D
Common Stock	02/04/2005	<u>S</u> (1)	600	D	\$ 22.2	9,093,989	D
Common Stock	02/04/2005	<u>S</u> (1)	200	D	\$ 22.25	9,093,789	D
Common Stock	02/04/2005	<u>S</u> (1)	2,000	D	\$ 22.37	9,091,789	D
Common Stock	02/04/2005	<u>S</u> (1)	400	D	\$ 22.38	9,091,389	D
Common Stock	02/04/2005	<u>S</u> (1)	2,000	D	\$ 22.36	9,089,389	D
Common Stock	02/04/2005	<u>S</u> (1)	600	D	\$ 22.39	9,088,789	D
Common Stock	02/04/2005	<u>S</u> (1)	800	D	\$ 22.35	9,087,989	D
Common Stock	02/04/2005	<u>S</u> (1)	100	D	\$ 22.31	9,087,889	D
Common Stock	02/04/2005	<u>S</u> (1)	900	D	\$ 22.3	9,086,989	D
Common Stock	02/04/2005	<u>S</u> (1)	1,100	D	\$ 22.19	9,085,889	D
Common Stock	02/04/2005	<u>S</u> (1)	1,000	D	\$ 22.18	9,084,889	D
Common Stock	02/04/2005	<u>S</u> (1)	2,900	D	\$ 22.17	9,081,989	D

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

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(9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TURNER CAL /TN
100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

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 February 7, 2005 to report the sale of 25,000 shares under the Rule 10b5-1 Sales

- (1) Plan on February 4, 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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