PURCELL J NEAL Form 4

November 23, 2005

FORM 4

if no longer

subject to

Section 16.

Form 4 or

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

RSHIP OF Estimated average burden hours per

Form 5 obligations may continue. See Instruction See Instruction 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)

100 MISSION RIDGE

1(b).

1. Name and Address of Reporting Person **
PURCELL J NEAL

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

response...

Symbol

DOLLAR GENERAL CORP [DG]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)

11/22/2005

4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

GOODLETTSVILLE, TN 37072

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership
Following (Instr. 4) (Instr. 4)

(A) Reported
or (Instr. 3 and 4)

Code V Amount (D) Price

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)

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	TransactionDerivative		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		

8 C S

Edgar Filing: PURCELL J NEAL - Form 4

Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) **Expiration Title** (D) Date Amount or Exercisable Date Number of Shares Phantom Common (2) (2) 614.976 (1) 11/22/2005 614.976 Α Stock Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PURCELL J NEAL
100 MISSION RIDGE X
GOODLETTSVILLE, TN 37072

Signatures

/s/ Susan S. Lanigan, by Power of Attorney 11/23/2005

**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) 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) after the reporting person's termination of service as a non-employee director.
- (3) Includes shares of phantom stock that were acquired by the reporting person on October 21, 2005 pursuant to an automatic dividend reinvestment that was exempt from reporting pursuant to Rule 16a-11.

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.

Reporting Owners 2