Edgar Filing: DOLLAR GENERAL CORP - Form 4

DOLLAR GENERAL CORP Form 4 May 25, 2005						
FORM 4 UNITED Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pur	Wa MENT OF CHAN rsuant to Section ((a) of the Public U	RITIES AND EXCHANGE ashington, D.C. 20549 NGES IN BENEFICIAL OV SECURITIES 16(a) of the Securities Exchar Jtility Holding Company Act nvestment Company Act of 1	VNERSHIP OF age Act of 1934, of 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per	
1. Name and Address of Reporting WILDS DAVID M	Symbol	er Name and Ticker or Trading AR GENERAL CORP [DG]	5. Relationship o Issuer (Che	f Reporting Per		
(Last) (First) (100 MISSION RIDGE		of Earliest Transaction Day/Year) 2005	t Transaction			
(Street) GOODLETTSVILLE, TN 3'	Filed(Mo	nendment, Date Original onth/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City) (State)	(7:)	ole I - Non-Derivative Securities A	Person	f or Beneficial	lly Owned	
1.Title of 2. Transaction Date Security (Month/Day/Year) (Instr. 3)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned	6. Ownership	7. Nature of Indirect	
Reminder: Report on a separate line	e for each class of sec	information cont required to respo	r indirectly. pond to the collec ained in this form and unless the for atly valid OMB cor	are not m	EC 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	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	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		(

	Derivative Security				(A) or Dispose (D) (Instr. 3 and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/24/2005	А		4,600 (2)		05/24/2006 <u>(3)</u>	(3)	Common Stock	4,600 (2)

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
WILDS DAVID M 100 MISSION RIDGE	Х			
GOODLETTSVILLE, TN 37072				
/s/ Susan S. Lanigan, by Power of Attorney		05/25/	/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 restricted stock units convert to shares of common stock on a one-for-one basis.
- (2) Represents the number of restricted stock units granted to the reporting person on May 24, 2005 pursuant to the terms of the Dollar General Corporation 1998 Stock Incentive Plan.
- (3) Although the restricted stock units generally vest on May 24, 2006, no payout can be made (in either shares of common stock or in cash) until the reporting person ceases service as a director of the Issuer.

(4) The restricted stock units vest on various dates ranging from March 12, 2005 to May 24, 2006. The total amount includes 47.24 restricted
 (4) stock units that were acquired since the reporting person's last report reflecting ownership of restricted stock units. Those units were acquired pursuant to automatic dividend reinvestments that were 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.