

DIRECT GENERAL CORP

Form 5

February 14, 2005

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ADAIR JACQUELINE C

(Last) (First) (Middle)

1281 MURFREESBORO ROAD

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DIRECT GENERAL CORP [DRCT]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive VP & COO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/21/2004	Â	G ⁽¹⁾	400,000 D \$ 0	90,920	D	Â
Common Stock	07/21/2004	Â	G ⁽¹⁾	400,000 A \$ 0	400,000	I	By Shares Held By Ltd Partnership
Common Stock	Â	Â	Â	Â Â Â	200	I	By Immediate Family

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(2) The options vest in five equal annual installments beginning August 11, 2004.

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