

DIRECT GENERAL CORP

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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 WILLIAM C JR

(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)

Pres, Chairman & CEO

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	03/23/2004	Â	S	140,000 D	\$ 34.25 530,920	I	By Spouse
Common Stock	07/21/2004	Â	G ⁽¹⁾	400,000 D	\$ 0 130,920	I	By Spouse
Common Stock	07/21/2004	Â	G ⁽¹⁾	400,000 A	\$ 0 530,920	I	By Spouse
Common Stock	11/08/2004	Â	S	40,000 D	\$ 29.62 490,920	I	By Spouse

Edgar Filing: DIRECT GENERAL CORP - Form 5

Common Stock	Â	Â	Â	Â	Â	Â	120	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200	I	By Immediate Family

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 2270
(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 21	Â	Â	Â	Â Â	08/11/2004 ⁽²⁾ 08/11/2013	Common Stock 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAIR WILLIAM C JR 1281 MURFREESBORO ROAD NASHVILLE, TN 37217	Â X	Â	Â Pres, Chairman & CEO	Â

Signatures

By: Matthew P. McClure,
Attorney-In-Fact

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).

Edgar Filing: DIRECT GENERAL CORP - Form 5

- Transfer of shares to WA Investments, LP, a limited partnership of which the reporting person's spouse is a general partner and of which
- (1) the reporting person's spouse and, a grantor retained annuity trust are limited partners. The reporting person disclaims beneficial ownership of DRCT common stock held by WA Investments, LP and owned by the reporting person's spouse.
 - (2) The options vest in five equal annual installments beginning August 11, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.