

DIRECT GENERAL CORP

Form SC 13G/A

January 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

DIRECT GENERAL CORPORATION

(Name of Issuer)
Common Stock, No Par Value

(Title of Class of Securities)
25456W204

(CUSIP Number)
December 31, 2005

(Date of Event which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 25456W204

(1) Name of reporting persons

Tammy R. Adair

I.R.S. Identification Nos. of above persons (entities only)

(2) Check the appropriate box if a member of a group (see instructions) (a) x

(b) o

(3) SEC use only

(4) Citizenship or place of organization: U.S.A.

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power: 4,836,729

(6) Shared voting power: 0

(7) Sole dispositive power: 4,836,729

(8) Shared dispositive power: 0

(9) Aggregate amount beneficially owned by each reporting person: 4,836,729

(10) Check if aggregate amount in Row (9) excludes certain shares (see instructions) o

(11) Percent of class represented by amount in Row (9): 23.8%

(12) Type of reporting person (see instructions): IN

CUSIP NO. 25456W204

(1) Name of reporting persons

William C. Adair, Jr. Trust

I.R.S. Identification Nos. of above persons (entities only)

(2) Check the appropriate box if a member of a group (see instructions) (a) x

(b) o

(3) SEC use only

(4) Citizenship or place of organization: Tennessee

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power: 4,323,149

(6) Shared voting power: 0

(7) Sole dispositive power: 4,323,149

(8) Shared dispositive power: 0

(9) Aggregate amount beneficially owned by each reporting person: 4,323,149

(10) Check if aggregate amount in Row (9) excludes certain shares (see instructions) o

(11) Percent of class represented by amount in Row (9): 21.3%

(12) Type of reporting person (see instructions): OO

Item 1.

(a) Name of issuer:

Direct General Corporation

(b) Address of issuer's principal executive offices:

1281 Murfreesboro Road
Nashville, Tennessee 37217

Item 2.

(a) Name of person filing:

This Amendment No. 2 to Schedule 13G is being filed on behalf of each of Tammy R. Adair and the William C. Adair, Jr. Trust

(b) Address or principal business office or, if none, residence:

2813 Business Park Drive
Airport Business Park, Bldg I
Memphis TN 38118

(c) Citizenship:

Tammy R. Adair is a citizen of the U.S.A. The place of organization for the William C. Adair, Jr. Trust is Tennessee.

(d) Title of class of securities:

Common stock, no par value

(e) CUSIP No.:

25456W204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each filer.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: January 27, 2006.

Tammy R. Adair

/s/ Tammy R. Adair

Tammy R. Adair

William C. Adair, Jr. Trust

By: /s/ Tammy R. Adair

Name: Tammy R. Adair

Title: Trustee