

TRACTOR SUPPLY CO /DE/
Form 4
May 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES GERARD E

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/
[TSCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2005

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

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRENTWOOD, TN 37027

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/04/2005		M	A	6,000	\$ 3.7344	6,000 D
Common Stock	05/04/2005		M	A	4,000	\$ 3.3574	10,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified stock option	\$ 6.6875					04/22/2002	04/22/2009	Common stock	1,6
Non-Qualified stock option	\$ 3.7344	05/04/2005		M	2,000	01/26/2001	01/26/2010	Common stock	2,0
Non-Qualified stock option	\$ 3.7344	05/04/2005		M	2,000	01/26/2002	01/26/2010	Common stock	2,0
Non-Qualified stock option	\$ 3.7344	05/04/2005		M	2,000	01/26/2003	01/26/2010	Common stock	2,0
Non-Qualified stock option	\$ 3.3574	05/04/2005		M	2,000	01/25/2002	01/25/2011	Common stock	2,0
Non-Qualified stock option	\$ 3.3574	05/04/2005		M	2,000	01/25/2003	01/25/2011	Common stock	2,0
Non-Qualified stock option	\$ 3.3574					01/25/2004	01/25/2011	Common stock	2,0
Non-Qualified stock option	\$ 8.9075					01/24/2004	01/24/2012	Common stock	2,0
Non-Qualified stock option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	2,0
Non-Qualified stock option	\$ 19.64					01/23/2004	01/23/2013	Common stock	1,0
Non-Qualified stock option	\$ 19.64					01/23/2005	01/23/2013	Common stock	1,0
Non-Qualified stock option	\$ 19.64					01/23/2006	01/23/2013	Common stock	1,0
Non-Qualified stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	666
Non-Qualified stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	667
	\$ 42.65					01/22/2007	01/22/2014		667

Non-Qualified stock option				Common stock	
Non-Qualified stock option	\$ 36.395	02/02/2007	02/02/2015	Common stock	50
Non-Qualified stock option	\$ 36.395	02/02/2008	02/02/2015	Common stock	50
Non-Qualified stock option	\$ 36.395	02/02/2009	02/02/2015	Common stock	50
Non-Qualified stock option	\$ 36.395	02/02/2010	02/02/2015	Common stock	50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES GERARD E C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Gerard E. Jones By: /s/ David C. Lewis, as Attorney-in-Fact 05/05/2005

**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) Fractional shares are rounded to the nearest whole number.

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.