

TRACTOR SUPPLY CO /DE/
Form 4
February 10, 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 *
MASSMANN CALVIN B

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

C/O TRACTOR SUPPLY COMPANY, 320 PLUS PARK BLVD.

(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

NASHVILLE, TN 37217

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common stock | | | | | 50,978 | D | |
| Common stock | | | | | 492 | I | IRA Account |
| Common stock | | | | | 15,144 | I | Stock Purchase Plan |

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

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SEC 1474
(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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option | \$ 3.7344 | | | | | 01/26/2005 | 01/26/2010 | Common stock | 40,000 |
| Employee stock option | \$ 3.3574 | | | | | 01/25/2004 | 01/25/2011 | Common stock | 25,733 <u>(1)</u> |
| Employee stock option | \$ 3.3574 | | | | | 01/25/2005 | 01/25/2011 | Common stock | 25,733 <u>(1)</u> |
| Employee stock option | \$ 3.3574 | | | | | 01/25/2006 | 01/25/2011 | Common stock | 25,734 <u>(1)</u> |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2003 | 01/24/2012 | Common stock | 0 |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2004 | 01/24/2012 | Common stock | 20,000 |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2005 | 01/24/2012 | Common stock | 20,000 |
| Employee stock option | \$ 19.64 | | | | | 01/23/2004 | 01/23/2013 | Common stock | 10,000 |
| Employee stock option | \$ 19.64 | | | | | 01/23/2005 | 01/23/2013 | Common stock | 10,000 |

| | | | | | | | | | |
|-----------------------|-----------|------------|---|-------|--|------------|------------|--------------|--------|
| Employee stock option | \$ 19.64 | | | | | 01/23/2006 | 01/23/2013 | Common stock | 10,000 |
| Employee stock option | \$ 42.65 | | | | | 01/22/2005 | 01/22/2014 | Common stock | 5,000 |
| Employee stock option | \$ 42.65 | | | | | 01/22/2005 | 01/22/2014 | Common stock | 5,000 |
| Employee stock option | \$ 42.65 | | | | | 01/22/2005 | 01/22/2014 | Common stock | 5,000 |
| Employee stock option | \$ 36.395 | 02/02/2005 | A | 3,750 | | 02/02/2007 | 02/02/2015 | Common stock | 3,750 |
| Employee stock option | \$ 36.395 | 02/02/2005 | A | 3,750 | | 02/02/2008 | 02/02/2015 | Common stock | 3,750 |
| Employee stock option | \$ 36.395 | 02/02/2005 | A | 3,750 | | 02/02/2009 | 02/02/2015 | Common stock | 3,750 |
| Employee stock option | \$ 36.395 | 02/02/2005 | A | 3,750 | | 02/02/2010 | 02/02/2015 | Common stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSMANN CALVIN B C/O TRACTOR SUPPLY COMPANY 320 PLUS PARK BLVD. NASHVILLE, TN 37217 | | | Chief Financial Officer | |

Signatures

Calvin B. Massmann by: /s/ David C. Lewis, as Attorney-in-fact

02/10/2005

**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.

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