

MASSMANN CALVIN B
Form 4
April 28, 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)
C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2005

BRENTWOOD, TN 37027

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

(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)			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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	04/27/2005		S			40,978	D	\$ 41.589	10,000	D	
Common stock	04/28/2005		M			26,778	A	\$ 3.7344	36,778	D	
Common stock									492	I	IRA Account
Common stock									15,346	I	Stock Purchase Plan

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

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(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	04/28/2005		M	26,778	01/26/2005 01/26/2010	Common stock 13,222
Employee stock option	\$ 3.3574					01/25/2004 01/25/2011	Common stock 5,733 (1)
Employee stock option	\$ 3.3574					01/25/2005 01/25/2011	Common stock 25,733 (1)
Employee stock option	\$ 3.3574					01/25/2006 01/25/2011	Common stock 25,734 (1)
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	02/02/2007	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395	02/02/2008	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395	02/02/2009	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395	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 200 POWELL PLACE BRENTWOOD, TN 37027			Chief Financial Officer	

Signatures

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

04/28/2005

__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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