

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 *
SCARLETT JOSEPH H JR

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)
320 PLUS PARK BLVD.
(Street)

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

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

NASHVILLE, TN 37217
(City) (State) (Zip)

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

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					5,168,768	D	
Common stock					104,616	I	401(k) 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)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 9.7975					01/24/2003 01/24/2007	Common stock 66,666 ⁽¹⁾
Employee stock option	\$ 9.7975					01/24/2004 01/24/2007	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 9.7975					01/24/2005 01/24/2007	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 21.605					01/23/2004 01/23/2008	Common stock 33,333 ⁽¹⁾
Employee stock option	\$ 21.605					01/23/2005 01/23/2008	Common stock 33,333 ⁽¹⁾
Employee stock option	\$ 21.605					01/23/2006 01/23/2008	Common stock 33,334 ⁽¹⁾
Employee stock option	\$ 46.915					01/22/2005 01/22/2009	Common stock 16,666 ⁽¹⁾
Employee stock option	\$ 46.915					01/22/2006 01/22/2009	Common stock 16,667 ⁽¹⁾
Employee stock option	\$ 46.915					01/22/2007 01/22/2009	Common stock 16,667 ⁽¹⁾
Employee stock option	\$ 40.0345	02/02/2005		A	12,500	02/02/2007 02/02/2010	Common stock 12,500
Employee stock	\$ 40.0345	02/02/2005		A	12,500	02/02/2008 02/02/2010	Common stock 12,500

option

Employee
stock option

\$ 40.0345 02/02/2005

A 12,500 02/02/2009 02/02/2010

Common
stock 12,500

Employee
stock option

\$ 40.0345 02/02/2005

A 12,500 02/02/2010 02/02/2010

Common
stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARLETT JOSEPH H JR 320 PLUS PARK BLVD. NASHVILLE, TN 37217	X		Chairman	

Signatures

Joseph H. Scarlett, Jr. 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) Number of shares is 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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