

TRACTOR SUPPLY CO /DE/

Form 4

April 27, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT JAMES F

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)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2005

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

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) (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	04/26/2005		M		44,676	A	\$ 2.2383
Common stock							7,418
							Stock Purchase Plan

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

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information contained in this form are not
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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	\$ 2.2383					11/01/2004	11/01/2010	Common stock	66,667 (1)
Employee stock option	\$ 2.2383	04/26/2005		M	44,676	11/01/2005	11/01/2010	Common stock	21,991 (1)
Employee stock option	\$ 3.3575					01/25/2004	01/25/2011	Common stock	66,666 (1)
Employee stock option	\$ 3.3575					01/25/2005	01/25/2011	Common stock	66,667 (1)
Employee stock option	\$ 3.3575					01/25/2006	01/25/2011	Common stock	66,667 (1)
Employee stock option	\$ 8.9075					01/24/2003	01/24/2012	Common stock	35,332 (1)
Employee stock option	\$ 8.9075					01/24/2004	01/24/2012	Common stock	47,333 (1)
Employee stock option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	47,334 (1)
Employee stock option	\$ 19.64					01/23/2004	01/23/2013	Common stock	26,666 (1)
Employee stock option	\$ 19.64					01/23/2005	01/23/2013	Common stock	26,667 (1)
Employee stock	\$ 19.64					01/23/2006	01/23/2013	Common stock	26,667 (1)

option

Employee
stock
option

\$ 42.65

01/22/2005 01/22/2014

Common
stock

15,000

Employee
stock
option

\$ 42.65

01/22/2006 01/22/2014

Common
stock

15,000

Employee
stock
option

\$ 42.65

01/22/2007 01/22/2014

Common
stock

15,000

Employee
stock
option

\$ 32.68

10/01/2005 10/01/2014

Common
stock

12,500

Employee
stock
option

\$ 32.68

10/01/2006 10/01/2014

Common
stock

12,500

Employee
stock
option

\$ 32.68

10/01/2007 10/01/2014

Common
stock

12,500

Employee
stock
option

\$ 36.395

02/02/2007 02/02/2015

Common
stock

15,000

Employee
stock
option

\$ 36.395

02/02/2008 02/02/2015

Common
stock

15,000

Employee
stock
option

\$ 36.395

02/02/2009 02/02/2015

Common
stock

15,000

Employee
stock
option

\$ 36.395

02/02/2010 02/02/2015

Common
stock

15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		President & CEO	

Signatures

James F. Wright By: /s/ David C. Lewis, as
Attorney-in-Fact

04/27/2005

__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 closest 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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