

BRASE GERALD W

Form 4

August 09, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRASE GERALD W

(Last) (First) (Middle)

**C/O TRACTOR SUPPLY
COMPANY, 200 POWELL PLACE**

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP - Merchandising

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	08/08/2005		M		40,000	A	\$ 3.7344 66,668
Common stock	08/08/2005		S		40,000	D	\$ 52.0215 26,268
Common stock							1,055
						I	Stock Purchase Plan

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
number.

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	\$ 6.4531					01/20/2002	01/20/2009	Common stock	0
Employee Stock Option	\$ 6.4531					01/20/2003	01/20/2009	Common stock	0
Employee Stock Option	\$ 6.4531					01/20/2004	01/20/2009	Common stock	0
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,333	01/26/2003	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,333	01/26/2004	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,334	01/26/2005	01/26/2010	Common stock	13,334 (1)
Employee Stock Option	\$ 3.3574					01/25/2004	01/25/2011	Common stock	25,733 (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	\$ 8.9075					01/24/2003	01/24/2012	Common stock	20,000

Option						
Employee						
Stock	\$ 8.9075		01/24/2004	01/24/2012	Common stock	20,000
Option						
Employee						
Stock	\$ 8.9075		01/24/2005	01/24/2012	Common stock	20,000
Option						
Employee						
Stock	\$ 19.64		01/23/2004	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 19.64		01/23/2005	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 19.64		01/23/2006	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 42.65		01/22/2005	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 42.65		01/22/2006	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 42.65		01/22/2007	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 36.395		02/02/2007	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2008	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2009	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2010	02/02/2015	Common stock	3,750
Option						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Sr. VP - Merchandising	

BRASE GERALD W
C/O TRACTOR SUPPLY COMPANY
200 POWELL PLACE
BRENTWOOD, TN 37027

Signatures

Gerald W. Brase by: /s/ Kolin B. Holladay, as
Attorney-in-Fact

08/09/2005

__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.