

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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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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 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. 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.