

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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2005  
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response... 0.5

(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 Ownership (Instr. 4)
Common stock	04/26/2005		M	44,676 A	\$ 2.2383	102,980 D	
Common stock					7,418	I	Stock Purchase 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 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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