

RUTA STANLEY L
Form 4
May 01, 2003

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Ruta, Stanley, L.

Tractor Supply Company (TSCO)

320 Plus Park Blvd.

4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 04/30/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Nashville, TN 37217

(City) (State) (Zip) Director 10% Owner Form filed by One Reporting Person Officer (give title below)
Form filed by More than One Reporting Person Other (specify below) SVP - Store Ops

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 Transactions(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 4/30/03 M 2,000 D 10.75

Common Stock 4/30/03 M 6,666 D 12.91

Common Stock 4/30/03 M 3,333 D 7.47

Common Stock 4/30/03 S 11,999 D 42.01 1,500 D

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)

	Code	V	(A)	(D)	
Employee Stock Option	10.7500	4/30/03	M	2,000	
Employee Stock Option	12.9063	4/30/03	M	3,333	
Employee Stock Option	12.9063	4/30/03	M	3,333	
Employee Stock Option	12.9063				
Employee Stock Option	7.4688	4/30/03	M	3,333	
Employee Stock Option	7.4688				
Employee Stock Option	7.4688				
Employee Stock Option	6.7149				
Employee Stock Option	6.7149				
Employee Stock Option	6.7149				
Employee Stock Option	17.8150				
Employee Stock Option	17.8150				
Employee Stock Option	17.8150				
Employee Stock Option	39.28				
Employee Stock Option	39.28				
Employee Stock Option	39.28				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued
(e.g., puts, calls, warrants, options, convertible securities)

**6. Date Exercisable and
Expiration Date**

(Month/Day/Year) **7. Title and Amount
of Underlying Securities**

(Instr. 3 and 4) **8. Price of Derivative
Security**

(Instr. 5) **9. Number of Derivative
Securities Beneficially Owned
Following Reported Transaction(s)**

(Instr. 4) **10. Ownership Form of
Derivative Security:
Direct (D) or Indirect (I)**

(Instr. 4) **11. Nature of
Indirect
Beneficial
Ownership**
(Instr. 4)

Date
Exercisable Expiration
Date Title Amount or
Number of
Shares

7/27/99	7/27/04	Common stock	2,000	0	D
1/20/02	1/20/09	Common stock	3,333	0	D
1/20/03	1/20/09	Common stock	3,333	0	D
1/20/04	1/20/09	Common stock	3,334	3,333	D
1/26/03	1/26/10	Common stock	3,333	0	D
1/26/04	1/26/10	Common stock	3,333	3,333	D
1/26/05	1/26/10	Common stock	3,334	3,334	D
1/25/04	1/25/11	Common stock	16,133	16,133	D
1/25/05	1/25/11	Common stock	16,133	16,133	D
1/25/06	1/25/11	Common stock	16,134	16,134	D
1/24/03	1/24/12	Common stock	10,000	10,000	D
1/24/04	1/24/12	Common stock	10,000	10,000	D

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1/24/05	1/24/12	Common stock	10,000	10,000	D
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1/23/04	1/23/13	Common stock	5,000	5,000	D
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1/23/05	1/23/13	Common stock	5,000	5,000	D
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1/23/06	1/23/13	Common stock	5,000	5,000	D
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Explanation of Responses:

(1) Fractional shares are rounded to the nearest whole number

Stanley L. Ruta

by /s/ David C. Lewis, as Attorney-in-fact 5/1/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.