

SCARLETT JOSEPH H JR
Form 4
May 05, 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**

O 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*) Scarlett, Jr., Joseph , H.

Tractor Supply Company (TSCO)

320 Plus Park Blvd.

4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 05/02/2003

(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) Chief Exec. Officer

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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	5/2/03	S	34,800	D 43.4277	2,855,384	D
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Common Stock			52,308	I 401(k) Plan		
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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)

Code V (A) (D)

Employee Stock Option 19.595 (2)

Employee Stock Option 19.595 (2)

Employee Stock Option 19.595 (2)

Employee Stock Option 43.208 (2)

Employee Stock Option 43.208 (2)

Employee Stock Option 43.208 (2)

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

1/24/03 1/24/07 Common stock 33,333 (1) 33,333 (1) D

1/24/04 1/24/07 Common stock 33,333 (1) 33,333 (1) D

1/24/05 1/24/07 Common stock 33,334 (1) 33,334 (1) D

1/23/04 1/23/08 Common stock 16,666 (1) 16,666 (1) D

1/23/05 1/23/08 Common stock 16,666 (1) 16,666 (1) D

1/23/06 1/23/08 Common stock 16,667 (1) 16,667 (1) D

Explanation of Responses:

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

(2) Exercise price reflects 110% of the fair value on date of grant, due to ownership position.

Joseph H. Scarlett, Jr.

by: /s/ David C. Lewis, as Attorney-in-fact 5/2/2003

****Signature of Reporting Person**

Date

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** 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.

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