

TRACTOR SUPPLY CO /DE/
Form 4
May 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED SAM K

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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)	
				Code	V	Amount				(A) or (D)
Common stock	05/06/2005		M			7,100	\$ 3.7344	7,100	D	
Common stock	05/06/2005		M			6,000	\$ 3.3574	13,100	D	
Common stock	05/06/2005		S			13,100	\$ 41.7636	0	D	
Common stock	05/09/2005		M			6,900	\$ 3.7344	6,900	D	
Common stock	05/09/2005		S			6,900	\$ 41.75	0	D	

Common stock	2,500	I	Trust Account <u>(1)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock options	\$ 3.7344	05/06/2005		M	4,666	01/26/2001 01/26/2010	Common stock	4,666	
Non-qualified stock options	\$ 3.7344	05/06/2005		M	2,434	01/26/2002 01/26/2010	Common stock	2,434	
Non-qualified stock options	\$ 3.7344	05/09/2005		M	2,233	01/26/2002 01/26/2010	Common stock	2,233	
Non-qualified stock options	\$ 3.7344	05/09/2005		M	4,667	01/26/2003 01/26/2010	Common stock	4,667	
Non-qualified stock options	\$ 3.3574	05/06/2005		M	2,000	01/25/2002 01/25/2011	Common stock	2,000	
Non-qualified stock options	\$ 3.3574	05/06/2005		M	2,000	01/25/2003 01/25/2011	Common stock	2,000	
Non-qualified stock options	\$ 3.3574	05/06/2005		M	2,000	01/25/2004 01/25/2011	Common stock	2,000	
Non-qualified stock options	\$ 8.9075					01/24/2003 01/24/2012	Common stock	2,000	
Non-qualified stock options	\$ 8.9075					01/24/2004 01/24/2012	Common stock	2,000	
Non-qualified stock options	\$ 8.9075					01/24/2005 01/24/2012	Common stock	2,000	

Non-qualified stock options	\$ 19.64	01/23/2004	01/23/2013	Common stock	1,000
Non-qualified stock options	\$ 19.64	01/23/2005	01/23/2013	Common stock	1,000
Non-qualified stock options	\$ 19.64	01/23/2006	01/23/2013	Common stock	1,000
Non-qualified stock options	\$ 42.65	01/22/2005	01/22/2014	Common stock	660
Non-qualified stock options	\$ 42.65	01/22/2006	01/22/2014	Common stock	660
Non-qualified stock options	\$ 42.65	01/22/2007	01/22/2014	Common stock	660
Non-qualified stock options	\$ 36.395	02/02/2007	02/02/2015	Common stock	500
Non-qualified stock options	\$ 36.395	02/02/2008	02/02/2015	Common stock	500
Non-qualified stock options	\$ 36.395	02/02/2009	02/02/2015	Common stock	500
Non-qualified stock options	\$ 36.395	02/02/2010	02/02/2015	Common stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED SAM K 200 POWELL PLACE BRENTWOOD, TN 37027		X		

Signatures

Sam K. Reed by: /s/ David C. Lewis,
Attorney-in-fact

05/10/2005

__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) Shares held by The Sam K. Reed and Victoria P. Reed 1995 Inter Vivos Trust, of which Mr. Reed is a trustee.

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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