

TRACTOR SUPPLY CO /DE/
Form 4
May 19, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTA STANLEY L

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)
05/17/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP - Store Ops

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	05/17/2005		S		22,500	D	\$ 40.6879	391 D
Common stock	05/18/2005		M		6,667	A	\$ 3.7344	7,058 D
Common stock	05/18/2005		M		22,369	A	\$ 3.574	29,427 D
Common stock								2,763 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)

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	\$ 3.7344	05/18/2005		M	6,667	01/26/2005	01/26/2010	Common stock	6,667
Employee Stock Option	\$ 3.3574	05/18/2005		M	22,369	01/25/2004	01/25/2011	Common stock	341
Employee Stock Option	\$ 3.3574					01/25/2005	01/25/2011	Common stock	32,266 (1)
Employee Stock Option	\$ 3.3574					01/25/2006	01/25/2011	Common stock	32,268 (1)
Employee Stock Option	\$ 8.9075					01/24/2003	01/24/2012	Common stock	20,000
Employee Stock Option	\$ 8.9075					01/24/2004	01/24/2012	Common stock	20,000
Employee Stock Option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	20,000
Employee Stock Option	\$ 19.64					01/23/2004	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64					01/23/2005	01/23/2013	Common stock	10,000

Employee Stock Option	\$ 19.64	01/23/2006	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 42.65	01/22/2005	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65	01/22/2006	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65	01/22/2007	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 36.395	02/02/2007	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2008	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2009	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2010	02/02/2015	Common stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Store Ops	

Signatures

Stanley L. Ruta by /s/ David C. Lewis, as
Attorney-in-fact 05/19/2005

__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 are 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.

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