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

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT JAMES F

(Last) (First) (Middle)

320 PLUS PARK BLVD.

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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								53,237	D	
Common stock								12,314	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	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							11/01/2005	11/01/2010	Common stock	66,667 (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	02/02/2005		A 15,000	02/02/2007	02/02/2015	Common stock	15,000
Employee stock option	$ 36.395	02/02/2005		A 15,000	02/02/2008	02/02/2015	Common stock	15,000
Employee stock option	$ 36.395	02/02/2005		A 15,000	02/02/2009	02/02/2015	Common stock	15,000
Employee stock option	$ 36.395	02/02/2005		A 15,000	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 320 PLUS PARK BLVD. NASHVILLE, TN 37217	X		President & CEO	

Signatures

James F. Wright By: /s/ David C. Lewis, as Attorney-in-Fact	02/10/2005

**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) 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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