

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

FORM 4

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

OMB APPROVAL

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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 *
MAXWELL JOSEPH D

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)
02/02/2005

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

320 PLUS PARK BLVD.

(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

NASHVILLE, TN 37217

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock | | | | (A) or (D) | 304,968 | I | By spouse (1) |
| Common stock | | | | (A) or (D) | 215,968 | D | |

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

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SEC 1474
(9-02)

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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 |
| Non-qualified stock option | \$ 3.3575 | | | | | 01/25/2004 | 01/25/2011 | Common stock | 2,000 |
| Non-qualified stock option | \$ 8.9075 | | | | | 01/24/2004 | 01/24/2012 | Common stock | 2,000 |
| Non-qualified stock option | \$ 8.9075 | | | | | 01/24/2005 | 01/24/2012 | Common stock | 2,000 |
| Non-qualified stock option | \$ 19.64 | | | | | 01/23/2004 | 01/23/2013 | Common stock | 1,000 |
| Non-qualified stock option | \$ 19.64 | | | | | 01/23/2005 | 01/23/2013 | Common stock | 1,000 |
| Non-qualified stock option | \$ 19.64 | | | | | 01/23/2006 | 01/23/2013 | Common stock | 1,000 |
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2005 | 01/22/2014 | Common stock | 666 ⁽²⁾ |
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2006 | 01/22/2014 | Common stock | 667 ⁽²⁾ |
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2007 | 01/22/2014 | Common stock | 667 ⁽²⁾ |
| Non-qualified stock option | \$ 36.395 | 02/02/2005 | | A | 500 | 02/02/2007 | 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | 02/02/2005 | | A | 500 | 02/02/2008 | 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | 02/02/2005 | | A | 500 | 02/02/2009 | 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | 02/02/2005 | | A | 500 | 02/02/2010 | 02/02/2015 | Common stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAXWELL JOSEPH D 320 PLUS PARK BLVD. NASHVILLE, TN 37217 | | X | | |

Signatures

Joseph D. Maxwell, 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) The Reporting Person disclaims beneficial ownership of all shares held by his spouse. This report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
 - (2) Fractional 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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