

JONES GERARD E

Form 4

November 22, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES GERARD E

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)

C/O TRACTOR SUPPLY  
COMPANY, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/22/2005

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

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

**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)	Price
Common Stock	11/22/2005		S		2,000	D	\$ 51.53
					8,000		

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

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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	\$ 6.6875					04/22/2002 04/22/2009	Common stock 1,667
Non-Qualified stock option	\$ 3.3574					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 <sup>(1)</sup>
Non-Qualified stock option	\$ 42.65					01/22/2006 01/22/2014	Common stock 667 <sup>(1)</sup>
Non-Qualified stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock 667 <sup>(1)</sup>
Non-Qualified stock option	\$ 36.395					02/02/2007 02/02/2015	Common stock 500
Non-Qualified stock option	\$ 36.395					02/02/2008 02/02/2015	Common stock 500
Non-Qualified stock option	\$ 36.395					02/02/2009 02/02/2015	Common stock 500
Non-Qualified stock option	\$ 36.395					02/02/2010 02/02/2015	Common stock 500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES GERARD E C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

Gerard E. Jones By: /s/ David C. Lewis, as  
Attorney-in-Fact

11/22/2005

\_\_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 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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