

TRACTOR SUPPLY CO /DE/
Form 4
May 24, 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 *
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)
05/20/2005

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common stock	05/20/2005		S		15,000	D	\$ 42.418	65,000	I	JKM Partners (1)
Common stock	05/20/2005		S		15,000	D	\$ 42.418	65,000	I	JDM Partners (2)
Common stock								224,968	I	By spouse (3)
Common stock								135,968	D	

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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)	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 ⁽⁴⁾
Non-qualified stock option	\$ 42.65					01/22/2006 01/22/2014	Common stock	667 ⁽⁴⁾
Non-qualified stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock	667 ⁽⁴⁾
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
MAXWELL JOSEPH D 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Joseph D. Maxwell, By: /s/ David C. Lewis, as Attorney-in-Fact 05/24/2005

__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 is a general partner of the partnership that owns the reported securities.
- (2) The spouse of the Reporting Person is a general partner of the partnership that owns the reported securities.
- (3) 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.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.