

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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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 *
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)
320 PLUS PARK BLVD.

(Street)

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

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

NASHVILLE, TN 37217

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					22,891	D	
Common stock					2,668	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)

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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	\$ 3.7344					01/26/2005	01/26/2010	Common stock	6,667
Employee Stock Option	\$ 3.3574					01/25/2004	01/25/2011	Common stock	9,556
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	5,000

Stock Option	Price	Grant Date	Exercise Date	Stock Type	Quantity
Employee Stock Option	\$ 42.65		01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65		01/22/2014	Common stock	5,000
Employee Stock Option	\$ 36.395	02/02/2005	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2005	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2005	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2005	02/02/2015	Common stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTA STANLEY L 320 PLUS PARK BLVD. NASHVILLE, TN 37217			SVP - Store Ops	

Signatures

Stanley L. Ruta 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) 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. 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.