

TRACTOR SUPPLY CO /DE/
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JAMISON CYNTHIA T

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					0	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)

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 options	\$ 14.2213					07/18/2004	07/18/2012	Common stock	4,667 ⁽¹⁾
Non-qualified stock options	\$ 14.2213					07/18/2005	07/18/2012	Common stock	4,667 ⁽¹⁾
Non-qualified stock options	\$ 19.64					01/23/2005	01/23/2014	Common stock	1,000
Non-qualified stock options	\$ 19.64					01/23/2006	01/23/2014	Common stock	1,000
Non-qualified stock options	\$ 42.65					01/22/2005	01/22/2015	Common stock	666 ⁽¹⁾
Non-qualified stock options	\$ 42.65					01/22/2006	01/22/2015	Common stock	667 ⁽¹⁾
Non-qualified stock options	\$ 42.65					01/22/2007	01/22/2015	Common stock	667 ⁽¹⁾
Non-qualified stock options	\$ 36.395	02/02/2005		A	500	02/02/2007	02/02/2015	Common stock	500
Non-qualified stock options	\$ 36.395	02/02/2005		A	500	02/02/2008	02/02/2015	Common stock	500
Non-qualified stock options	\$ 36.395	02/02/2005		A	500	02/02/2009	02/02/2015	Common stock	500
Non-qualified stock options	\$ 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
JAMISON CYNTHIA T 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Cynthia T. Jamison by: /s/ David C. Lewis,
Attorney-in-fact

02/11/2005

__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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