

MASSMANN CALVIN B
Form 4
April 28, 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 *
MASSMANN CALVIN B

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)
04/27/2005

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

C/O TRACTOR SUPPLY COMPANY, 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock	04/27/2005		S		40,978	D	
					\$ 41.589		
Common stock	04/28/2005		M		26,778	A	
					\$ 3.7344		
Common stock					492	I	IRA Account
Common stock					15,346	I	Stock Purchase Plan

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

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(9-02)

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	04/28/2005		M	26,778	01/26/2005	01/26/2010	Common stock	13,222
Employee stock option	\$ 3.3574					01/25/2004	01/25/2011	Common stock	5,733 <u>(1)</u>
Employee stock option	\$ 3.3574					01/25/2005	01/25/2011	Common stock	25,733 <u>(1)</u>
Employee stock option	\$ 3.3574					01/25/2006	01/25/2011	Common stock	25,734 <u>(1)</u>
Employee stock option	\$ 8.9075					01/24/2003	01/24/2012	Common stock	0
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

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