

BRASE GERALD W
Form 4
May 17, 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 *
BRASE GERALD W

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)
05/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP - Merchandising

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common stock	05/16/2005		M		\$ 26,668	A	6.4531	D	
Common stock	05/16/2005		S		\$ 41	D	46,268	D	
Common stock	05/17/2005		S		\$ 41	D	26,668	D	
Common stock							1,026	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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Employee Stock Option	\$ 6.4531	05/16/2005		M		1		01/20/2002	01/20/2009	Common stock	1
Employee Stock Option	\$ 6.4531	05/16/2005		M		13,333		01/20/2003	01/20/2009	Common stock	13,333 (1)
Employee Stock Option	\$ 6.4531	05/16/2005		M		13,334		01/20/2004	01/20/2009	Common stock	13,334 (1)
Employee Stock Option	\$ 3.7344							01/26/2003	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344							01/26/2004	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344							01/26/2005	01/26/2010	Common stock	13,334 (1)
Employee Stock Option	\$ 3.3574							01/25/2004	01/25/2011	Common stock	25,733 (1)
Employee Stock Option	\$ 3.3574							01/25/2005	01/25/2011	Common stock	25,733 (1)
Employee Stock Option	\$ 3.3574							01/25/2006	01/25/2011	Common stock	25,734 (1)

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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 stock	5,000
Employee Stock Option	\$ 42.65	01/22/2006	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65	01/22/2007	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 36.395	02/02/2007	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2008	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2009	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395	02/02/2010	02/02/2015	Common stock	3,750

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BRASE GERALD W
C/O TRACTOR SUPPLY COMPANY
200 POWELL PLACE
BRENTWOOD, TN 37027

Sr. VP - Merchandising

Signatures

Gerald W. Brase by: /s/ David C. Lewis, as
Attorney-in-Fact

05/17/2005

__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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