

BRASE GERALD W

Form 4

August 09, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(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)  
08/08/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)  
\_\_X\_\_ 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	08/08/2005		M		40,000	A	\$ 3.7344 66,668
Common stock	08/08/2005		S		40,000	D	\$ 52.0215 26,268
Common stock							1,055
						I	Stock Purchase Plan

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

**Persons who respond to the collection of  
information contained in this form are not**

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	\$ 6.4531					01/20/2002	01/20/2009	Common stock	0
Employee Stock Option	\$ 6.4531					01/20/2003	01/20/2009	Common stock	0
Employee Stock Option	\$ 6.4531					01/20/2004	01/20/2009	Common stock	0
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,333	01/26/2003	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,333	01/26/2004	01/26/2010	Common stock	13,333 (1)
Employee Stock Option	\$ 3.7344	08/08/2005		M	13,334	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)
Employee Stock	\$ 8.9075					01/24/2003	01/24/2012	Common stock	20,000

Option						
Employee						
Stock	\$ 8.9075		01/24/2004	01/24/2012	Common stock	20,000
Option						
Employee						
Stock	\$ 8.9075		01/24/2005	01/24/2012	Common stock	20,000
Option						
Employee						
Stock	\$ 19.64		01/23/2004	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 19.64		01/23/2005	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 19.64		01/23/2006	01/23/2013	Common stock	10,000
Option						
Employee						
Stock	\$ 42.65		01/22/2005	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 42.65		01/22/2006	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 42.65		01/22/2007	01/22/2014	Common stock	5,000
Option						
Employee						
Stock	\$ 36.395		02/02/2007	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2008	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2009	02/02/2015	Common stock	3,750
Option						
Employee						
Stock	\$ 36.395		02/02/2010	02/02/2015	Common stock	3,750
Option						

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Sr. VP - Merchandising	

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

## Signatures

Gerald W. Brase by: /s/ Kolin B. Holladay, as  
Attorney-in-Fact

08/09/2005

\_\_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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