

MASSMANN CALVIN B
Form 4
August 09, 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 *
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)

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

(Last) (First) (Middle)
C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2005

BRENTWOOD, TN 37027

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)			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)
				Code	V	Amount or Price			
Common stock	08/08/2005		M			13,222 A \$ 3.7344	50,000	D	
Common stock	08/08/2005		M			11,466 A \$ 3.3574	61,466	D	
Common stock	08/08/2005		S			24,688 D \$ 52.0249	36,778	D	
Common stock							492	I	IRA Account
Common stock							15,533	I	Stock Purchase

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Employee stock option	\$ 3.7344	08/08/2005		M		13,222		01/26/2005	01/26/2010	Common stock	13,222
Employee stock option	\$ 3.3574	08/08/2005		M		5,733		01/25/2004	01/25/2011	Common stock	5,733 <u>(1)</u>
Employee stock option	\$ 3.3574	08/08/2005		M		5,733		01/25/2005	01/25/2011	Common stock	5,733 <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

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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