

TRACTOR SUPPLY CO /DE/  
Form 4  
May 24, 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 \*  
MAXWELL JOSEPH D

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)  
05/20/2005

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common stock	05/20/2005		S	15,000	D	\$ 42.418	65,000	I	JKM Partners (1)
Common stock	05/20/2005		S	15,000	D	\$ 42.418	65,000	I	JDM Partners (2)
Common stock							224,968	I	By spouse (3)
Common stock							135,968	D	

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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 required to respond unless the form displays a currently valid OMB control number.**

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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)	Amount or Number of Shares
Non-qualified stock option	\$ 3.3575					01/25/2004 01/25/2011	Common stock	2,000
Non-qualified stock option	\$ 8.9075					01/24/2004 01/24/2012	Common stock	2,000
Non-qualified stock option	\$ 8.9075					01/24/2005 01/24/2012	Common stock	2,000
Non-qualified stock option	\$ 19.64					01/23/2004 01/23/2013	Common stock	1,000
Non-qualified stock option	\$ 19.64					01/23/2005 01/23/2013	Common stock	1,000
Non-qualified stock option	\$ 19.64					01/23/2006 01/23/2013	Common stock	1,000
Non-qualified stock option	\$ 42.65					01/22/2005 01/22/2014	Common stock	666 <sup>(4)</sup>
Non-qualified stock option	\$ 42.65					01/22/2006 01/22/2014	Common stock	667 <sup>(4)</sup>
Non-qualified stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock	667 <sup>(4)</sup>
Non-qualified stock option	\$ 36.395					02/02/2007 02/02/2015	Common stock	500
Non-qualified stock option	\$ 36.395					02/02/2008 02/02/2015	Common stock	500

