

TRACTOR SUPPLY CO /DE/  
Form 4  
February 10, 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 \*  
REED SAM K

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)  
02/02/2005

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

320 PLUS PARK BLVD.

(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

NASHVILLE, TN 37217

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common stock                    |                                      |  |                                |   | 0   | D  |                                   |
| Common stock                    |                                      |  |                                |   | 2,500   | I  | Trust Account <sup>(1)</sup>      |

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

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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 |
| Non-qualified stock options                | \$ 3.7344  |                                      |  |                                |   | 01/26/2001   | 01/26/2010  | Common stock | 4,666 <sup>(2)</sup>       |
| Non-qualified stock options                | \$ 3.7344  |                                      |  |                                |   | 01/26/2002   | 01/26/2010  | Common stock | 4,667 <sup>(2)</sup>       |
| Non-qualified stock options                | \$ 3.7344  |                                      |  |                                |   | 01/26/2003   | 01/26/2010  | Common stock | 4,667 <sup>(2)</sup>       |
| Non-qualified stock options                | \$ 3.3574  |                                      |  |                                |   | 01/25/2002   | 01/25/2011  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 3.3574  |                                      |  |                                |   | 01/25/2003   | 01/25/2011  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 3.3574  |                                      |  |                                |   | 01/25/2004   | 01/25/2011  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 8.9075  |                                      |  |                                |   | 01/24/2003   | 01/24/2012  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 8.9075  |                                      |  |                                |   | 01/24/2004   | 01/24/2012  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 8.9075  |                                      |  |                                |   | 01/24/2005   | 01/24/2012  | Common stock | 2,000                      |
| Non-qualified stock options                | \$ 19.64   |                                      |  |                                |   | 01/23/2004   | 01/23/2013  | Common stock | 1,000                      |
| Non-qualified stock options                | \$ 19.64   |                                      |  |                                |   | 01/23/2005   | 01/23/2013  | Common stock | 1,000                      |
| Non-qualified stock options                | \$ 19.64   |                                      |  |                                |   | 01/23/2006   | 01/23/2013  | Common stock | 1,000                      |
| Non-qualified stock options                | \$ 42.65   |                                      |  |                                |   | 01/22/2005   | 01/22/2014  | Common stock | 666 <sup>(2)</sup>         |
| Non-qualified stock options                | \$ 42.65   |                                      |  |                                |   | 01/22/2006   | 01/22/2014  | Common stock | 667 <sup>(2)</sup>         |

|                             |           |            |   |     |  |            |            |              |                    |
|-----------------------------|-----------|------------|---|-----|--|------------|------------|--------------|--------------------|
| Non-qualified stock options | \$ 42.65  |            |   |     |  | 01/22/2007 | 01/22/2014 | Common stock | 667 <sup>(2)</sup> |
| Non-qualified stock options | \$ 36.395 | 02/02/2005 | A | 500 |  | 02/02/2007 | 02/02/2015 | Common stock | 500                |
| Non-qualified stock options | \$ 36.395 | 02/02/2005 | A | 500 |  | 02/02/2008 | 02/02/2015 | Common stock | 500                |
| Non-qualified stock options | \$ 36.395 | 02/02/2005 | A | 500 |  | 02/02/2009 | 02/02/2015 | Common stock | 500                |
| Non-qualified stock options | \$ 36.395 | 02/02/2005 | A | 500 |  | 02/02/2010 | 02/02/2015 | Common stock | 500                |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| REED SAM K<br>320 PLUS PARK BLVD.<br>NASHVILLE, TN 37217 | X             |           |         |       |

## Signatures

Sam K. Reed by: /s/ David C. Lewis,  
Attorney-in-fact

02/10/2005

\*\*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) Shares held by The Sam K. Reed and Victoria P. Reed 1995 Inter Vivos Trust, of which Mr. Reed is a trustee.

(2) 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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