

WRIGHT JAMES F
Form 4
November 04, 2004

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 *
WRIGHT JAMES F

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)
320 PLUS PARK BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2004

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

NASHVILLE, TN 37217

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) (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) Code V Amount (D) Price			
Common stock	11/03/2004		G	V 2,429 D \$ 36.22	53,237	D	
Common stock					11,962	I	Stock Purchase Plan

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
Employee stock option	\$ 2.2383					11/01/2004 11/01/2010	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 2.2383					11/01/2005 11/01/2010	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 3.3575					01/25/2004 01/25/2011	Common stock 66,666 ⁽¹⁾
Employee stock option	\$ 3.3575					01/25/2005 01/25/2011	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 3.3575					01/25/2006 01/25/2011	Common stock 66,667 ⁽¹⁾
Employee stock option	\$ 8.9075					01/24/2003 01/24/2012	Common stock 35,332 ⁽¹⁾
Employee stock option	\$ 8.9075					01/24/2004 01/24/2012	Common stock 47,333 ⁽¹⁾
Employee stock option	\$ 8.9075					01/24/2005 01/24/2012	Common stock 47,334 ⁽¹⁾
Employee stock option	\$ 19.64					01/23/2004 01/23/2013	Common stock 26,666 ⁽¹⁾
Employee stock option	\$ 19.64					01/23/2005 01/23/2013	Common stock 26,667 ⁽¹⁾
Employee stock	\$ 19.64					01/23/2006 01/23/2013	Common stock 26,667 ⁽¹⁾

option									
Employee stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	15,000
Employee stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	15,000
Employee stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	15,000
Employee stock option	\$ 32.68	10/01/2004		A	12,500	10/01/2005	10/01/2014	Common stock	12,500
Employee stock option	\$ 32.68	10/01/2004		A	12,500	10/01/2006	10/01/2014	Common stock	12,500
Employee stock option	\$ 32.68	10/01/2004		A	12,500	10/01/2007	10/01/2014	Common stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 320 PLUS PARK BLVD. NASHVILLE, TN 37217	X		President & COO	

Signatures

James F. Wright By: /s/ David C. Lewis, as Attorney-in-Fact 11/04/2004

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 closest 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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