

TRACTOR SUPPLY CO /DE/
Form 4
October 26, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2005

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

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)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	10/25/2005		M			20,000	A	\$ 3.3574	56,778	D	
Common stock	10/25/2005		M			40,000	A	\$ 8.9075	96,778	D	
Common stock	10/25/2005		M			20,000	A	\$ 19.64	116,778	D	
Common stock	10/25/2005		M			5,000	A	\$ 42.65	121,778	D	
Common stock	10/25/2005		S			85,000	D	\$ 47.6483	36,778	D	

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Common stock	492	I	IRA Account
Common stock	15,744	I	Stock Purchase Plan

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

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(9-02)

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	\$ 3.7344					01/26/2005 01/26/2010	Common stock 13,222
Employee stock option	\$ 3.3574					01/25/2004 01/25/2011	Common stock 5,733 (1)
Employee stock option	\$ 3.3574	10/25/2005		M	20,000	01/25/2005 01/25/2011	Common stock 20,000 (1)
Employee stock option	\$ 3.3574					01/25/2006 01/25/2011	Common stock 25,734 (1)
Employee stock option	\$ 8.9075					01/24/2003 01/24/2012	Common stock 0
Employee stock option	\$ 8.9075	10/25/2005		M	20,000	01/24/2004 01/24/2012	Common stock 20,000
Employee stock option	\$ 8.9075	10/25/2005		M	20,000	01/24/2005 01/24/2012	Common stock 20,000

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Employee stock option	\$ 19.64	10/25/2005	M	10,000	01/23/2004	01/23/2013	Common stock	10,000
Employee stock option	\$ 19.64	10/25/2005	M	10,000	01/23/2005	01/23/2013	Common stock	10,000
Employee stock option	\$ 19.64				01/23/2006	01/23/2013	Common stock	10,000
Employee stock option	\$ 42.65	10/25/2005	M	5,000	01/22/2005	01/22/2014	Common stock	5,000
Employee stock option	\$ 42.65				01/22/2006	01/22/2014	Common stock	5,000
Employee stock option	\$ 42.65				01/22/2007	01/22/2014	Common stock	5,000
Employee stock option	\$ 36.395				02/02/2007	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395				02/02/2008	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395				02/02/2009	02/02/2015	Common stock	3,750
Employee stock option	\$ 36.395				02/02/2010	02/02/2015	Common stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSMANN CALVIN B C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027			Chief Financial Officer	

Signatures

Calvin B. Massmann by: /s/ Kolin B. Holladay, as Attorney-in-fact 10/26/2005

**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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