

TRACTOR SUPPLY CO /DE/

Form 4

October 26, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

C/O TRACTOR SUPPLY  
COMPANY, 200 POWELL PLACE

(Street)

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

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

BRENTWOOD, TN 37027

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial 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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SEC 1474  
(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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