TRACTOR SUPPLY CO /DE/
Form 4
February 10, 2005

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAUD S P

(Last) (First) (Middle)

320 PLUS PARK BLVD.

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock								0	D	

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.

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
Non-Qualified Stock Options	$ 3.3575							01/25/2004	01/25/2011	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	01/25/2012	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 (1)
Non-Qualified Stock Options	$ 42.65							01/22/2006	01/22/2014	Common stock	667 (1)
Non-Qualified Stock Options	$ 42.65							01/22/2007	01/22/2014	Common stock	667 (1)
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
BRAUD S P 320 PLUS PARK BLVD. NASHVILLE, TN 37217		X		

Signatures

S.P. Braud By: /s/ David C. Lewis, as 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) 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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.