

SCARLETT JOSEPH H JR

Form 5

February 05, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* Scarlett, Jr. Joseph H. <hr/> (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol Tractor Supply Company (TSCO) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/>
c/o Tractor Supply Company 320 Plus Park Boulevard <hr/> (Street)	4. Statement for Month/Year 12/02 <hr/>	5. If Amendment, Date of Original (Month/Year) <hr/>
Nashville, TN 37217 <hr/> (City) (State) (Zip)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below)	7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/>

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Other (*specify below*)
Chairman & Chief Executive
Officer

Form filed by More
than One Reporting
Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)
or
Amount (D) Price

Common Stock					2,959,384 ¹	D	
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Common Stock					52,308 ¹	I	By 401(k) Plan
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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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(A) (D)

Employee Stock Option	\$19.5950 ^{1,3}				
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Employee Stock Option	\$19.5950 ^{1,3}				
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Employee Stock Option	\$19.5950 ^{1,3}				
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
1/24/03	1/24/07	Common Stock	33,333 ^{1,2}	33,333 ^{1,2}	D
1/24/04	1/24/07	Common Stock	33,333 ^{1,2}	33,333 ^{1,2}	D
1/24/05	1/24/07	Common Stock	33,334 ^{1,2}	33,334 ^{1,2}	D

Explanation of Responses:

- 1. Reflects impact of two-for-one stock split on August 2, 2002.
- 2. Fractional shares are rounded to the closest whole number.
- 3. Exercise price reflects 110% of fair value on date of grant, due to ownership position.

/s/ Joseph H. Scarlett, Jr.	2/5/03
_____	_____
**Signature of Reporting Person	Date

/s/ David C. Lewis

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David C. Lewis, as
Attorney-in-Fact

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.
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