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TRACTOR SUPPLY CO /DE/  
Form 8-K  
October 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported):  
October 11, 2004

TRACTOR SUPPLY COMPANY

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

000-23314

13-3139732

-----  
(State or Other  
Jurisdiction or  
Organization)

-----  
(Commission File Number)

-----  
(I.R.S. Employer  
Identification No.)

200 POWELL PLACE, BRENTWOOD, TENNESSEE

37027

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (615) 366-4600  
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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following information is furnished pursuant to Item 2.02, "Results of Operations and Financial Condition" and Item 7, "Regulation FD Disclosure."

On October 11, 2004, the Company issued a press release setting forth its financial results for the third quarter of fiscal 2004. Additionally, the Company provided its current outlook for the remainder of fiscal 2004. A copy of the Registrant's press release is attached as Exhibit 99.1 to this Current Report.

ITEM 7.01 REGULATION FD DISCLOSURE

EXHIBIT INDEX

99.1 Press Release, dated: October 11, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRACTOR SUPPLY COMPANY

Date: OCTOBER 12, 2004

By: /S/ CALVIN B. MASSMANN

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Calvin B. Massmann  
Senior Vice President-  
Chief Financial Officer and Treasurer  
(Duly Authorized Officer and  
Principal Financial Officer)