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TRACTOR SUPPLY CO /DE/  
Form 10-K/A  
April 21, 2005

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

-----  
FORM 10-K/A  
(AMENDMENT NO. 1)

(Mark One)

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

For the fiscal year ended December 25, 2004

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 000-23314  
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TRACTOR SUPPLY COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE  
-----  
(State or other jurisdiction of  
incorporation or organization)

13-3139732  
-----  
(I.R.S. Employer  
Identification No.)

200 POWELL PLACE, BRENTWOOD, TENNESSEE 37027  
(Address of principal executive offices, including zip code)

(615) 366-4600  
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:

Common Stock, \$.008 par value  
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(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during  
the preceding 12 months (or for such shorter period that the registrant was  
required to file such reports), and (2) has been subject to such filing  
requirements for the past 90 days.

YES    X            NO  
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405

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of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

YES    X            NO

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The aggregate market value of the Common Stock held by non-affiliates of the registrant, based on the closing price of the Common Stock on The NASDAQ National Market on June 26, 2004, the last business day of the registrant's most recently completed second fiscal quarter, was \$1,342,094,619. For purposes of this response, the registrant has assumed that its directors, executive officers, and beneficial owners of 5% or more of its Common Stock are the affiliates of the registrant.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

CLASS	OUTSTANDING AT JANUARY 31, 2005
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Common Stock, \$.008 par value	38,329,620

### EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K/A (the "Amendment") amends the Annual Report on Form 10-K for the year ended December 25, 2004 as originally filed on March 10, 2005 (the "Original Filing"). The Amendment is being filed to amend "Management's Report on Internal Control Over Financial Reporting" and "Controls and Procedures."

Except as otherwise described above, no other changes have been made to the Original Filing. The Amendment does not otherwise attempt to update the information set forth in the Original Filing.

### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance that the controls and procedures will meet their objectives.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 25, 2004 and this assessment identified a material weakness in the Company's internal control. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The material weakness related to the selection and monitoring of appropriate assumptions and factors

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affecting accounting for leases and leasehold improvements. Accordingly, the Company has restated the previously issued consolidated financial statements. See Note 2 to the consolidated financial statements for a full discussion of the effects of these changes to the Company's consolidated balance sheets as of December 27, 2003, as well as on the Company's consolidated statements of income and cash flows for fiscal years 2003 and 2002. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on management's assessment, management concluded that, as of December 25, 2004, due solely to the material weakness related to the accounting for leases and leasehold improvements, the Company's internal control over financial reporting was not effective based on those criteria.

Management's assessment of the effectiveness of internal control over financial reporting as of December 25, 2004, has been audited by Ernst & Young LLP, the independent registered public accounting firm who also audited the Company's consolidated financial statements. Ernst & Young's attestation report on management's assessment of the Company's internal control over financial reporting appears on page 29 hereof.

### ITEM 9A. CONTROLS AND PROCEDURES

#### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We have established disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the officers who certify the Company's financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation as of December 25, 2004, the principal executive officer and principal financial officer of the Company have concluded that, due to the material weakness discussed in Management's Report on Internal Control Over Financial Reporting on page 28 of the Form 10-K, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were not effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

As discussed in Management's Report on Internal Control Over Financial Reporting on Page 28 of the Form 10-K, the material weakness related to the selection and monitoring of appropriate assumptions and factors affecting accounting for leases and leasehold improvements. After a review of all store leases, the Company determined that the earliest lease impacted by the lease-related accounting method was dated April 1988. As a result of the material weakness, the Company has restated the previously issued consolidated financial statements. No additional remediation is necessary to cure the material weakness.

#### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 25, 2004 and the attestation report of Ernst & Young LLP on management's assessment of the Company's internal control over financial reporting are contained on pages 28, 29 and 30, respectively, of this report.

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## CHANGE IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There are no changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: April 21, 2005

By: /s/ Calvin B. Massmann

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Calvin B. Massmann  
Senior Vice President - Chief Financial  
Officer and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Calvin B. Massmann ----- Calvin B. Massmann	Senior Vice President - Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 21, 2005
/s/ James F. Wright ----- James F. Wright	President and Chief Executive Officer and Director (Principal Executive Officer)	April 21, 2005
/s/ Joseph H. Scarlett, Jr. ----- Joseph H. Scarlett, Jr.	Chairman of the Board	April 21, 2005
/s/ S.P. Braud ----- S.P. Braud	Director	April 21, 2005
/s/ Cynthia T. Jamison ----- Cynthia T. Jamison	Director	April 21, 2005

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/s/ Gerard E. Jones ----- Gerard E. Jones	Director	April 21, 2005
/s/ Joseph D. Maxwell ----- Joseph D. Maxwell	Director	April 21, 2005
/s/ Edna K. Morris ----- Edna K. Morris	Director	April 21, 2005
/s/ Sam K. Reed ----- Sam K. Reed	Director	April 21, 2005
/s/ Joseph M. Rodgers ----- Joseph M. Rodgers	Director	April 21, 2005

Exhibit Index

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.