

TRACTOR SUPPLY CO /DE/
Form 4
November 22, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCARLETT JOSEPH H JR

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)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	11/22/2006		G	72,277 D \$ 49.01	4,413,678	D	
Common stock	11/22/2006		G	72,277 A \$ 49.01	118,546	I	Scarlett Family Foundation
Common stock					104,616	I	401(k) 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)

displays a currently valid OMB control number.

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)	8. Fair Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 9.7983					01/24/2004	01/24/2007	Common stock	53,538
Employee stock option	\$ 9.7983					01/24/2005	01/24/2007	Common stock	1,462
Employee stock option	\$ 21.605					01/23/2004	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2005	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2006	01/23/2008	Common stock	33,334 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2005	01/22/2009	Common stock	16,666 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2006	01/22/2009	Common stock	16,667 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2007	01/22/2009	Common stock	16,667 <u>(1)</u>
Employee stock option	\$ 40.0345					02/02/2007	02/02/2010	Common stock	12,500

Employee stock option	\$ 40.0345	02/02/2008	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2009	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2010	02/02/2010	Common stock	12,500
Employee stock option	\$ 67.397	02/09/2007	02/09/2011	Common stock	11,666 ⁽¹⁾
Employee stock option	\$ 67.397	02/09/2008	02/09/2011	Common stock	11,667 ⁽¹⁾
Employee stock option	\$ 67.397	02/09/2009	02/09/2011	Common stock	11,667 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARLETT JOSEPH H JR 200 POWELL PLACE BRENTWOOD, TN 37027	X	X	Chairman of the Board	

Signatures

Joseph H. Scarlett, Jr. by: /s/ David C. Lewis, as
Attorney-in-fact

11/22/2006

__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) Number of shares is 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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