

WRIGHT JAMES F  
Form 4  
February 09, 2007

**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 \*  
WRIGHT JAMES F

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)  
02/07/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					90,710	D	
Common stock					1,793	I	Stock Purchase Plan
Common stock					4,489	I	Trust

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**

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 2.2383					11/01/2004	11/01/2010	Common stock	21,988
Employee stock option	\$ 2.2383					11/01/2005	11/01/2010	Common stock	21,991
Employee stock option	\$ 3.3575					01/25/2004	01/25/2011	Common stock	66,666
Employee stock option	\$ 3.3575					01/25/2005	01/25/2011	Common stock	66,667
Employee stock option	\$ 3.3575					01/25/2006	01/25/2011	Common stock	66,667
Employee stock option	\$ 8.9075					01/24/2003	01/24/2012	Common stock	10,332 <sup>(1)</sup>
Employee stock option	\$ 8.9075					01/24/2004	01/24/2012	Common stock	47,333 <sup>(1)</sup>
Employee stock option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	47,334 <sup>(1)</sup>
Employee stock option	\$ 19.64					01/23/2004	01/23/2013	Common stock	26,666 <sup>(1)</sup>
Employee stock option	\$ 19.64					01/23/2005	01/23/2013	Common stock	26,667 <sup>(1)</sup>

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Employee stock option	\$ 19.64				01/23/2006	01/23/2013	Common stock	26,667 <u>(1)</u>
Employee stock option	\$ 42.65				01/22/2005	01/22/2014	Common stock	15,000
Employee stock option	\$ 42.65				01/22/2006	01/22/2014	Common stock	15,000
Employee stock option	\$ 42.65				01/22/2007	01/22/2014	Common stock	15,000
Employee stock option	\$ 32.68				10/01/2005	10/01/2014	Common stock	12,500
Employee stock option	\$ 32.68				10/01/2006	10/01/2014	Common stock	12,500
Employee stock option	\$ 32.68				10/01/2007	10/01/2014	Common stock	12,500
Employee stock option	\$ 36.395				02/02/2007	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395				02/02/2008	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395				02/02/2009	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395				02/02/2010	02/02/2015	Common stock	15,000
Employee stock option	\$ 61.27				02/09/2007	02/09/2016	Common stock	26,666 <u>(1)</u>
Employee stock option	\$ 61.27				02/09/2008	02/09/2016	Common stock	26,667 <u>(1)</u>
Employee stock option	\$ 61.27				02/09/2009	02/09/2016	Common stock	26,667 <u>(1)</u>
Employee stock	\$ 46.165	02/07/2007	A	19,833 <u>(1)</u>	02/07/2008	02/07/2017	Common stock	19,833 <u>(1)</u>

