

RUTA STANLEY L
Form 4
February 10, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
RUTA STANLEY L

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)
02/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Store Ops

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	(D)	Price		
Common stock	02/09/2006		M		25,000	A	\$ 3.3574 54,427	D	
Common stock	02/09/2006		M		25,000	A	\$ 8.9075 79,427	D	
Common stock	02/09/2006		S		50,000	D	\$ 60.6464 29,427	D	
Common stock							3,028	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee Stock Option	\$ 3.3574	02/09/2006		M		7,608	01/25/2005	01/25/2011	Common stock	7,608
Employee Stock Option	\$ 3.3574	02/09/2006		M		17,392	01/25/2006	01/25/2011	Common stock	17,392
Employee Stock Option	\$ 8.9075	02/09/2006		M		16,399	01/24/2003	01/24/2012	Common stock	16,399
Employee Stock Option	\$ 8.9075	02/09/2006		M		8,601	01/24/2004	01/24/2012	Common stock	8,601
Employee Stock Option	\$ 8.9075						01/24/2005	01/24/2012	Common stock	20,000
Employee Stock Option	\$ 19.64						01/23/2004	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64						01/23/2005	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64						01/23/2006	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 42.65						01/22/2005	01/22/2014	Common stock	5,000
Employee Stock	\$ 42.65						01/22/2006	01/22/2014	Common stock	5,000

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