

TRACTOR SUPPLY CO /DE/  
Form 4  
August 14, 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)  
08/11/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 08/11/2006                           |  | M                              | 59,385  | A \$ 9.7983   | 4,615,825  | D   |
| Common stock                    | 08/11/2006                           |  | S                              | 24,385  | D \$ 44.281   | 4,591,440  | D   |
| Common stock                    | 08/14/2006                           |  | S                              | 35,000  | D \$ 43.7893  | 4,556,440  | D   |
| Common stock                    |                                      |  |                                |   |   | 46,269   | I<br>Scarlett Family Foundation                       |
| Common stock                    |                                      |  |                                |   |   | 104,616  | I<br>401(k) Plan                                      |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee stock option                      | \$ 9.7983  | 08/11/2006                           |  | M                              | 59,385  | 01/24/2003 01/24/2007                                    | Common stock 59,385<br><u>(1)</u>                             |
| Employee stock option                      | \$ 9.7983  |                                      |  |                                |   | 01/24/2004 01/24/2007                                    | Common stock 66,667<br><u>(1)</u>                             |
| Employee stock option                      | \$ 9.7983  |                                      |  |                                |   | 01/24/2005 01/24/2007                                    | Common stock 66,667<br><u>(1)</u>                             |
| Employee stock option                      | \$ 21.605  |                                      |  |                                |   | 01/23/2004 01/23/2008                                    | Common stock 33,333<br><u>(1)</u>                             |
| Employee stock option                      | \$ 21.605  |                                      |  |                                |   | 01/23/2005 01/23/2008                                    | Common stock 33,333<br><u>(1)</u>                             |
| Employee stock option                      | \$ 21.605  |                                      |  |                                |   | 01/23/2006 01/23/2008                                    | Common stock 33,334<br><u>(1)</u>                             |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2005 01/22/2009                                    | Common stock 16,666<br><u>(1)</u>                             |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2006 01/22/2009                                    | Common stock 16,667<br><u>(1)</u>                             |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2007 01/22/2009                                    | Common stock 16,667<br><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 <sup>(1)</sup> |
| Employee stock option | \$ 67.397  | 02/09/2008 | 02/09/2011 | Common stock | 11,667 <sup>(1)</sup> |
| Employee stock option | \$ 67.397  | 02/09/2009 | 02/09/2011 | Common stock | 11,667 <sup>(1)</sup> |

## Reporting Owners

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

## Signatures

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

08/14/2006

\_\_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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