

SCARLETT JOSEPH H JR
 Form 4
 February 10, 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)
 02/09/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 4,718,225 | D | |
| Common Stock | | | | (A) or (D) | 46,269 | I | Scarlett Family Foundation |
| Common stock | | | | (A) or (D) | 104,616 | I | 401(k) Plan |

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 | \$ 9.7975 | | | | | 01/24/2003 01/24/2007 | Common stock 66,666 ⁽¹⁾ |
| Employee stock option | \$ 9.7975 | | | | | 01/24/2004 01/24/2007 | Common stock 66,667 ⁽¹⁾ |
| Employee stock option | \$ 9.7975 | | | | | 01/24/2005 01/24/2007 | Common stock 66,667 ⁽¹⁾ |
| Employee stock option | \$ 21.605 | | | | | 01/23/2004 01/23/2008 | Common stock 33,333 ⁽¹⁾ |
| Employee stock option | \$ 21.605 | | | | | 01/23/2005 01/23/2008 | Common stock 33,333 ⁽¹⁾ |
| Employee stock option | \$ 21.605 | | | | | 01/23/2006 01/23/2008 | Common stock 33,334 ⁽¹⁾ |
| Employee stock option | \$ 46.915 | | | | | 01/22/2005 01/22/2009 | Common stock 16,666 ⁽¹⁾ |
| Employee stock option | \$ 46.915 | | | | | 01/22/2006 01/22/2009 | Common stock 16,667 ⁽¹⁾ |
| Employee stock option | \$ 46.915 | | | | | 01/22/2007 01/22/2009 | Common stock 16,667 ⁽¹⁾ |
| Employee stock option | \$ 40.0345 | | | | | 02/02/2007 02/02/2010 | Common stock 12,500 |

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| | | | | | | | | |
|-----------------------|------------|------------|---|---------------|------------|------------|--------------|---------------|
| 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 | 02/09/2006 | A | 11,666 (1) | 02/09/2007 | 02/09/2011 | Common stock | 11,666 (1) |
| Employee stock option | \$ 67.397 | 02/09/2006 | A | 11,667 (1) | 02/09/2008 | 02/09/2011 | Common stock | 11,667 (1) |
| Employee stock option | \$ 67.397 | 02/09/2006 | A | 11,667 (1) | 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 | | Chairman of the Board | |

Signatures

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

02/10/2006

__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.