

BRASE GERALD W  
Form 4  
February 09, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
BRASE GERALD W

2. Issuer Name and Ticker or Trading Symbol  
TRACTOR SUPPLY CO /DE/ [TSCO]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP - Merchandising

(Last) (First) (Middle)  
C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2007

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)	Price		
Common stock					26,268	D	
Common stock					1,197	I	Stock Purchase 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)

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**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	\$ 3.3574					01/25/2005	01/25/2011	Common stock	14,953
Employee Stock Option	\$ 3.3574					01/25/2006	01/25/2011	Common stock	25,734
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 Option	\$ 42.65					01/22/2006	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	3,750



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- (1) Fractional shares are rounded to the nearest whole number.
- (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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