

JAMISON CYNTHIA T
 Form 4
 May 04, 2007

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 *
 JAMISON CYNTHIA T

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)
 05/02/2007

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

BRENTWOOD, TN 37027
 (City) (State) (Zip)

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

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		
				Code	V	Amount	
Common stock	05/03/2007		M	A	1,350	\$ 14.2213	D
Common stock	05/03/2007		S	D	1,350	\$ 50.939	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock options	\$ 14.2213	05/03/2007		M	1,350	07/18/2004	07/18/2012	Common stock
Non-qualified stock options	\$ 14.2213					07/18/2005	07/18/2012	Common stock
Non-qualified stock options	\$ 19.64					01/23/2005	01/23/2014	Common stock
Non-qualified stock options	\$ 19.64					01/23/2006	01/23/2014	Common stock
Non-qualified stock options	\$ 42.65					01/22/2005	01/22/2015	Common stock
Non-qualified stock options	\$ 42.65					01/22/2006	01/22/2015	Common stock
Non-qualified stock options	\$ 42.65					01/22/2007	01/22/2015	Common stock
Non-qualified stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock
Non-qualified stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock
Non-qualified stock options	\$ 36.395					02/02/2009	02/02/2015	Common stock
Non-qualified stock options	\$ 36.395					02/02/2010	02/02/2015	Common stock
Non-qualified stock options	\$ 64.445					05/04/2007	05/04/2016	Common stock
Deferred stock units <u>(2)</u>	\$ 64.445					05/04/2007 ⁽³⁾	⁽³⁾	Common stock
Non-qualified stock options	\$ 51.285	05/02/2007		A	2,000	05/02/2008	05/02/2018	Common stock
Deferred stock units <u>(2)</u>	\$ 51.285	05/02/2007		A	390	05/02/2008 ⁽³⁾	⁽³⁾	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON CYNTHIA T 200 POWELL PLACE BRENTWOOD, TN 37027		X		

Signatures

Cynthia T. Jamison by: /s/ David C. Lewis,
Attorney-in-fact

05/04/2007

__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) Fractional shares are rounded to the nearest whole number.
- (2) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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.