

BRASE GERALD W
Form 4
February 07, 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 *
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)
02/07/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common stock | 02/07/2006 | | M | A | \$ 36,513 3.3574 | D | |
| Common stock | 02/07/2006 | | M | D | \$ 60,000 8.9075 | D | |
| Common stock | 02/07/2006 | | S | D | \$ 96,513 62.274 | D | |
| Common stock | | | | | 1,055 | I | Stock Purchase 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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SEC 1474
(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 | \$ 3.3574 | 02/07/2006 | | M | 25,733 | 01/25/2004 01/25/2011 | Common stock 25,733 |
| Employee Stock Option | \$ 3.3574 | 02/07/2006 | | M | 10,780 | 01/25/2005 01/25/2011 | Common stock 10,780 |
| Employee Stock Option | \$ 3.3574 | | | | | 01/25/2006 01/25/2011 | Common stock 25,734 |
| Employee Stock Option | \$ 8.9075 | 02/07/2006 | | M | 20,000 | 01/24/2003 01/24/2012 | Common stock 20,000 |
| Employee Stock Option | \$ 8.9075 | 02/07/2006 | | M | 20,000 | 01/24/2004 01/24/2012 | Common stock 20,000 |
| Employee Stock Option | \$ 8.9075 | 02/07/2006 | | M | 20,000 | 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 |

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| | | | | | |
|-----------------------|-----------|------------|------------|--------------|-------|
| 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 |
| Employee Stock Option | \$ 36.395 | 02/02/2010 | 02/02/2015 | Common stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRASE GERALD W C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027 | | | Sr. VP - Merchandising | |

Signatures

Gerald W. Brase by: /s/ David C. Lewis, as Attorney-in-Fact

02/07/2006

__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).

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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