

TRACTOR SUPPLY CO /DE/

Form 4

May 08, 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 *
REED SAM K

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)
05/04/2006

☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock					0	D	
Common stock					2,500	I	Trust Account ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Non-qualified stock options	\$ 3.7344					01/26/2002	01/26/2010	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2003	01/24/2012	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2004	01/24/2012	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2005	01/24/2012	Common stock
Non-qualified stock options	\$ 19.64					01/23/2004	01/23/2013	Common stock
Non-qualified stock options	\$ 19.64					01/23/2005	01/23/2013	Common stock
Non-qualified stock options	\$ 19.64					01/23/2006	01/23/2013	Common stock
Non-qualified stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock
Non-qualified stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock
Non-qualified stock options	\$ 42.65					01/22/2007	01/22/2014	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
	\$ 64.445	05/04/2006		A	2,000	05/04/2007	05/04/2016	

Non-qualified
stock optionsCommon
stockDeferred stock
units ⁽²⁾

\$ 0

05/04/2006

A

310

05/04/2007⁽³⁾(3)Common
stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED SAM K 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Sam K. Reed by: /s/ David C. Lewis,
Attorney-in-fact

05/04/2006

 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) Shares held by The Sam K. Reed and Victoria P. Reed 1995 Inter Vivos Trust, of which Mr. Reed is a trustee.

(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.

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