

TRACTOR SUPPLY CO /DE/
Form 4
November 09, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

BRENTWOOD, TN 37027

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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)
Common stock	11/08/2007		M	23,843 A	\$ 21.605 4,162,521	D	
Common stock	11/08/2007		U	23,843 D	\$ 39.8592 4,138,678	D	
Common stock	11/09/2007		M	28,471 A	\$ 21.605 4,167,149	D	
Common stock	11/09/2007		D	3,043 D	\$ 39.5253 4,164,106	D	
Common stock					104,616	I	401(k) Plan

Scarlett
Family
Foundation

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 Security (Instr. 3 and 4)	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	
Employee stock option	\$ 21.605	11/09/2007		M		4,628	01/23/2004	01/23/2008	Common stock
Employee stock option	\$ 21.605	11/08/2007		M		14,352	01/23/2005	01/23/2008	Common stock
Employee stock option	\$ 21.605	11/08/2007		M		9,491	01/23/2006	01/23/2008	Common stock
Employee stock option	\$ 46.915						01/22/2005	01/22/2009 ⁽¹⁾	Common stock
Employee stock option	\$ 46.915						01/22/2006	01/22/2009 ⁽¹⁾	Common stock
Employee stock option	\$ 46.915						01/22/2007	01/22/2009 ⁽¹⁾	Common stock
Employee stock option	\$ 40.0345						02/02/2007	11/09/2007 ⁽¹⁾⁽³⁾	Common stock
Employee stock	\$ 40.0345						11/01/2007 ⁽³⁾	11/09/2007 ⁽¹⁾⁽³⁾	Common stock

option									
Employee									
stock	\$ 67.397					02/09/2007	11/09/2007 ⁽¹⁾⁽³⁾	Common	stock
option									
Employee									
stock	\$ 67.397					11/01/2007 ⁽³⁾	11/09/2007 ⁽¹⁾⁽³⁾	Common	stock
option									
Employee									
stock	\$ 21.605	11/09/2007		M	23,843	01/23/2006	01/23/2008	Common	stock
option									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARLETT JOSEPH H JR				
200 POWELL PLACE	X	X		
BRENTWOOD, TN 37027				

Signatures

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

11/09/2007

____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) As a result of Mr. Scarlett's retirement on November 9, 2007, and the absence of any exercise of this outstanding vested option, the option has effectively expired.
- (2) Number of shares is rounded to the nearest whole number.

- On November 1, 2007, in recognition of his announced retirement effective on November 9, 2007, the Compensation Committee of the
- (3) Board of Directors modified Mr. Scarlett's outstanding unvested stock options to be fully vested as of November 1, 2007 and to expire on the effective date of retirement.

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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