

MORRIS EDNA
Form 5
February 06, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MORRIS EDNA

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/27/2008

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

200 POWELL PLACE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTWOOD, TN 37027

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	02/11/2008	Â	P4	3,500 D	\$ 40.27 5,359	D	Â

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock options	\$ 42.65	Â	Â	Â	Â	01/22/2007	01/22/2014	Common stock	3
Non-qualified stock options	\$ 36.395	Â	Â	Â	Â	02/02/2008	02/02/2015	Common stock	1
Non-qualified stock options	\$ 36.395	Â	Â	Â	Â	02/02/2009	02/02/2015	Common stock	5
Non-qualified stock options	\$ 36.395	Â	Â	Â	Â	02/02/2010	02/02/2015	Common stock	5
Non-qualified stock options	\$ 64.445	Â	Â	Â	Â	05/04/2007	05/04/2016	Common stock	2
Deferred stock units ⁽¹⁾	\$ 64.445	Â	Â	Â	Â	05/04/2007 ⁽²⁾	Â ⁽²⁾	Common stock	3
Non-qualified stock options	\$ 51.285	Â	Â	Â	Â	05/02/2008	05/02/2017	Common stock	2
Deferred stock units ⁽¹⁾	\$ 51.285	Â	Â	Â	Â	05/02/2008 ⁽²⁾	Â ⁽²⁾	Common stock	3
Non-qualified stock options	\$ 36.4	Â	Â	Â	Â	05/01/2009	05/01/2018	Common stock	2
Deferred stock units ⁽¹⁾	\$ 36.4	Â	Â	Â	Â	05/01/2009 ⁽²⁾	Â ⁽²⁾	Common stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS EDNA 200 POWELL PLACE BRENTWOOD, TN 37027	Â X	Â	Â	Â

Signatures

Edna K. Morris, by: /s/ David C. Lewis, as
Attorney-in-fact

02/06/2009

__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) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
 - (2) 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 terminate.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.