

RODGERS JOSEPH M
Form 4
May 04, 2007

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 *
RODGERS JOSEPH M

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock | | | | (A) or (D) Code V Amount (D) Price | 31,532 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-qualified stock options | \$ 3.6094 | | | | | 01/22/2001 01/21/2008 | Common stock | 60 |
| Non-qualified stock options | \$ 3.7344 | | | | | 01/26/2003 01/26/2010 | Common stock | 2 |
| Non-qualified stock options | \$ 3.3574 | | | | | 01/25/2003 01/25/2011 | Common stock | 2 |
| Non-qualified stock options | \$ 3.3574 | | | | | 01/25/2004 01/25/2011 | Common stock | 2 |
| Non-qualified stock options | \$ 8.9075 | | | | | 01/24/2003 01/24/2012 | Common stock | 2 |
| Non-qualified stock options | \$ 8.9075 | | | | | 01/24/2004 01/24/2012 | Common stock | 2 |
| Non-qualified stock options | \$ 8.9075 | | | | | 01/24/2005 01/24/2012 | Common stock | 2 |
| Non-qualified stock options | \$ 19.64 | | | | | 01/23/2004 01/23/2013 | Common stock | 1 |
| Non-qualified stock options | \$ 19.64 | | | | | 01/23/2005 01/23/2013 | Common stock | 1 |
| Non-qualified stock options | \$ 19.64 | | | | | 01/23/2006 01/23/2013 | Common stock | 1 |
| Non-qualified stock options | \$ 42.65 | | | | | 01/22/2005 01/22/2014 | Common stock | 60 |
| Non-qualified stock options | \$ 42.65 | | | | | 01/22/2005 01/22/2014 | Common stock | 60 |
| Non-qualified stock options | \$ 42.65 | | | | | 01/22/2006 01/22/2014 | Common stock | 60 |
| Non-qualified stock options | \$ 36.395 | | | | | 02/02/2007 02/02/2015 | Common stock | 5 |
| Non-qualified stock options | \$ 36.395 | | | | | 02/02/2008 02/02/2015 | Common stock | 5 |
| | \$ 36.395 | | | | | 02/02/2009 02/02/2015 | | 5 |

| | | | | | | | | |
|-------------------------------------|-----------|------------|---|-------|---------------------------|----------------|--|--------------|
| Non-qualified stock options | | | | | | | | 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 ⁽²⁾ | \$ 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 ⁽²⁾ | \$ 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 |
| RODGERS JOSEPH M 200 POWELL PLACE BRENTWOOD, TN 37027 | | X | | |

Signatures

Joseph M. Rodgers 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.