Edgar Filing: TRACTOR SUPPLY CO /DE/ - Form 4

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL OMB OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL OMB Statement of ronger subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: January 31, Expires: Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, or Section a0(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section a0(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting Person 1 (b) 2. Issuer Name and Ticker or Trading Symbol TRACTOR SUPPLY CO /DE/ [TSCO] S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)	TRACTOR S Form 4 May 02, 2008		/DE/									
Check this box Washington, D.C. 20549 Number: January 31, 2005 Check this box Form 4 or SECURITIES Securities Expires: January 31, 2005 Form 4 or Securities Securities Exchange Act of 1934, obligations Securities Exchange Act of 1934, obligations response. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940 Issuer Sector 17(a) of the Public Utility Holding Company Act of 1940 Issuer 1(b). Symbol TRACTOR SUPPLY CO /DE/ (Check all applicable) Issuer Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/DayYear) Schenting below) Issuer Iobic Warer (Company, 200 POWELL PLACE (Street) 4. If Amendment, Date Original Filed(Month/DayYear) 6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Person (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Scanitor Acquired (A) or Securities Form: Direct Indirect (I) Ownership Form Tiled by More than One Reporting Person (Instr. 4) (Instr. 4) <t< td=""><td>FORM</td><td>Λ</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>PPROVAL</td></t<>	FORM	Λ									PPROVAL	
if no longer subject to Section 16. Form 4 or Form 5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1936, Section 17(a) of the Public Utility Holding Company Act of 1936 or Section Section 17(a) of the Public Utility Holding Company Act of 1936, Section 17(a) of the Public Utility Holding Company Act of 1936 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol TRACTOR SUPPLY CO /DE/ [TSCO] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O TRACTOR SUPPLY O5/01/2008 COMPANY, 200 POWELL PLACE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BRENTWOOD, TN 37027 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Scurity (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code Disposed of (D) Beneficially Owned (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code Disposed of (D) Beneficially Owned (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Coty Compared Transaction(s) (Month/Day/Year) (Instr. 3) and 4)	UNITED STATES SECURITIES AND EACHANGE COMMISSION							OINE	3235-0287			
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C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE (Month/Day/Year) 05/01/2008 Officer (give title below) Officer (give title below) Other (specify below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by One Reporting Person Form filed by More than One Reporting Person BRENTWOOD, TN 37027 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date (Month/Day/Year) 3. 4. Securities Code 5. Amount of Disposed of (D) 6. Ownership Form: Direct 7. Nature of Beneficially (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities Code 5. Amount of Disposed of (D) 6. Ownership Form: Direct 7. Nature of Beneficially (Instr. 3) Code V Amount (D) or (D) Price 5. Amount of Code 6. Ownership Following 6. Ownership (Instr. 4) 7. Nature of (Instr. 4) Common 750 D D D D				TRACTOR SUPPLY CO /DE/					(Check all applicable)			
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Common 750 D					Code V	Amount		Price				
SIOCK	Common stock					Juitount	(2)	11100	750	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.

 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. Transactio Code (Instr. 8)	5. Number out 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified stock options	\$ 53.04					05/02/2008	06/15/2017	Common stock	3
Deferred stock units (1)	\$ 53.04					05/02/2008(2)	(2)	Common stock	
Non-qualified stock options	\$ 36.4	05/01/2008		А	2,000	05/01/2009	05/01/2018	Common stock	2
Deferred stock units (1)	\$ 36.4	05/01/2008		А	549	05/01/2009(3)	(3)	Common stock	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
hepoting of the Linux (Linux of	Director	10% Owner	Officer	Other			
ADAMS JOHN C JR C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	Х						
Signatures							
Johnston C. Adams by: /s/ David C. Lew Attprney-in-fact	0.	5/02/2008					
** 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.

The deferred stock units vest on the first anniversary of the most recent commencement date of the annual term of the directors. In this case, as Mr. Adams was appointed subsequent to that commencement date, the vesting will occur on May 2, 2008. Vested shares will be

- (2) Case, as Mi. Adams was appointed subsequent to that commencement date, the vesting will occur on May 2, 2008. 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.
- (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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