

WRIGHT JAMES F
Form 4
February 09, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WRIGHT JAMES F

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)
02/07/2007

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

BRENTWOOD, TN 37027

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock | | | | | 90,710 | D | |
| Common stock | | | | | 1,793 | I | Stock Purchase Plan |
| Common stock | | | | | 4,489 | I | Trust |

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

SEC 1474 (9-02)

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. 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option | \$ 2.2383 | | | | | 11/01/2004 11/01/2010 | Common stock 21,988 |
| Employee stock option | \$ 2.2383 | | | | | 11/01/2005 11/01/2010 | Common stock 21,991 |
| Employee stock option | \$ 3.3575 | | | | | 01/25/2004 01/25/2011 | Common stock 66,666 |
| Employee stock option | \$ 3.3575 | | | | | 01/25/2005 01/25/2011 | Common stock 66,667 |
| Employee stock option | \$ 3.3575 | | | | | 01/25/2006 01/25/2011 | Common stock 66,667 |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2003 01/24/2012 | Common stock 10,332 ⁽¹⁾ |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2004 01/24/2012 | Common stock 47,333 ⁽¹⁾ |
| Employee stock option | \$ 8.9075 | | | | | 01/24/2005 01/24/2012 | Common stock 47,334 ⁽¹⁾ |
| Employee stock option | \$ 19.64 | | | | | 01/23/2004 01/23/2013 | Common stock 26,666 ⁽¹⁾ |
| Employee stock option | \$ 19.64 | | | | | 01/23/2005 01/23/2013 | Common stock 26,667 ⁽¹⁾ |

Edgar Filing: WRIGHT JAMES F - Form 4

| | | | | | | | | |
|-----------------------|-----------|------------|---|----------------------|------------|------------|--------------|----------------------|
| Employee stock option | \$ 19.64 | | | | 01/23/2006 | 01/23/2013 | Common stock | 26,667 <u>(1)</u> |
| Employee stock option | \$ 42.65 | | | | 01/22/2005 | 01/22/2014 | Common stock | 15,000 |
| Employee stock option | \$ 42.65 | | | | 01/22/2006 | 01/22/2014 | Common stock | 15,000 |
| Employee stock option | \$ 42.65 | | | | 01/22/2007 | 01/22/2014 | Common stock | 15,000 |
| Employee stock option | \$ 32.68 | | | | 10/01/2005 | 10/01/2014 | Common stock | 12,500 |
| Employee stock option | \$ 32.68 | | | | 10/01/2006 | 10/01/2014 | Common stock | 12,500 |
| Employee stock option | \$ 32.68 | | | | 10/01/2007 | 10/01/2014 | Common stock | 12,500 |
| Employee stock option | \$ 36.395 | | | | 02/02/2007 | 02/02/2015 | Common stock | 15,000 |
| Employee stock option | \$ 36.395 | | | | 02/02/2008 | 02/02/2015 | Common stock | 15,000 |
| Employee stock option | \$ 36.395 | | | | 02/02/2009 | 02/02/2015 | Common stock | 15,000 |
| Employee stock option | \$ 36.395 | | | | 02/02/2010 | 02/02/2015 | Common stock | 15,000 |
| Employee stock option | \$ 61.27 | | | | 02/09/2007 | 02/09/2016 | Common stock | 26,666 <u>(1)</u> |
| Employee stock option | \$ 61.27 | | | | 02/09/2008 | 02/09/2016 | Common stock | 26,667 <u>(1)</u> |
| Employee stock option | \$ 61.27 | | | | 02/09/2009 | 02/09/2016 | Common stock | 26,667 <u>(1)</u> |
| Employee stock | \$ 46.165 | 02/07/2007 | A | 19,833 <u>(1)</u> | 02/07/2008 | 02/07/2017 | Common stock | 19,833 <u>(1)</u> |

option

Employee
stock option

\$ 46.165

02/07/2007

A

19,833
(1)

02/07/2009

02/07/2017

Common
stock

19,833
(1)

Employee
stock option

\$ 46.165

02/07/2007

A

19,834
(1)

02/07/2010

02/07/2017

Common
stock

19,834
(1)

Restricted
stock units
(2)

\$ 46.165

02/07/2007

A

17,000

02/07/2010

(3)

Common
stock

17,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027 | X | | President & CEO | |

Signatures

James F. Wright By: /s/ David C. Lewis, as
Attorney-in-Fact

02/09/2007

__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) Fractional shares are rounded to the closest whole number.

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

(3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.