

SCARLETT JOSEPH H JR

Form 4

April 12, 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

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	04/11/2007		S ⁽¹⁾		50,000	D	\$ 56.9029
Common stock							4,238,678
Common stock							118,546
Common stock							104,616
							Scarlett Family Foundation
							401(k) Plan

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)		8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock option	\$ 9.7983					01/24/2004	01/24/2007	Common stock	53,538	
Employee stock option	\$ 9.7983					01/24/2005	01/24/2007	Common stock	1,462	
Employee stock option	\$ 21.605					01/23/2004	01/23/2008	Common stock	33,333 (2)	
Employee stock option	\$ 21.605					01/23/2005	01/23/2008	Common stock	33,333 (2)	
Employee stock option	\$ 21.605					01/23/2006	01/23/2008	Common stock	33,334 (2)	
Employee stock option	\$ 46.915					01/22/2005	01/22/2009	Common stock	16,666 (2)	
Employee stock option	\$ 46.915					01/22/2006	01/22/2009	Common stock	16,667 (2)	
Employee stock option	\$ 46.915					01/22/2007	01/22/2009	Common stock	16,667 (2)	
Employee stock option	\$ 40.0345					02/02/2007	02/02/2010	Common stock	12,500	

Employee stock option	\$ 40.0345	02/02/2008	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2009	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2010	02/02/2010	Common stock	12,500
Employee stock option	\$ 67.397	02/09/2007	02/09/2011	Common stock	11,666 (2)
Employee stock option	\$ 67.397	02/09/2008	02/09/2011	Common stock	11,667 (2)
Employee stock option	\$ 67.397	02/09/2009	02/09/2011	Common stock	11,667 (2)

Reporting Owners

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

Signatures

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

04/12/2007

__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) Transaction was executed in connection with a trading plan established by Mr. Scarlett on February 28, 2007 under Rule 10b5-1 of the Securities Exchange Act of 1934.

(2) Number of shares is rounded to the nearest whole number.

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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