

SCARLETT JOSEPH H JR
Form 4
May 04, 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

(Last) (First) (Middle)
200 POWELL PLACE

(Street)
BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**TRACTOR SUPPLY CO /DE/
[TSCO]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 or Disposed of (D) Code (Instr. 3, 4 and 5)	4. Securities Acquired (A) or Code V Amount (D)	5. Amount of Securities Beneficially Owned Following Reported (A) or Code V Amount (D)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Beneficial Ownership (Instr. 4)
Common stock	05/02/2007		S 22,500 D	\$ 51.2102	4,216,178	D	
Common stock	05/03/2007		S 27,500 D	\$ 50.8322	4,188,678	D	
Common stock					104,616	I	401(k) Plan
Common stock					118,546	I	Scarlett Family Foundation

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

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SEC 1474
(9-02)

**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 Number (Instr. 8)	5. Code 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
							Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)			
Employee stock option	\$ 9.7983					01/24/2004	01/24/2007	Common stock	10,205	
Employee stock option	\$ 9.7983					01/24/2005	01/24/2007	Common stock	65,205	
Employee stock option	\$ 21.605					01/23/2004	01/23/2008	Common stock	33,333	<u>(1)</u>
Employee stock option	\$ 21.605					01/23/2005	01/23/2008	Common stock	33,333	<u>(1)</u>
Employee stock option	\$ 21.605					01/23/2006	01/23/2008	Common stock	33,334	<u>(1)</u>
Employee stock option	\$ 46.915					01/22/2005	01/22/2009	Common stock	16,666	<u>(1)</u>
Employee stock option	\$ 46.915					01/22/2006	01/22/2009	Common stock	16,667	<u>(1)</u>
Employee stock option	\$ 46.915					01/22/2007	01/22/2009	Common stock	16,667	<u>(1)</u>
Employee	\$ 40.0345					02/02/2007	02/02/2010	Common	12,500	

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stock option					stock
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 <u>(1)</u>
Employee stock option	\$ 67.397		02/09/2008	02/09/2011	Common stock 11,667 <u>(1)</u>
Employee stock option	\$ 67.397		02/09/2009	02/09/2011	Common stock 11,667 <u>(1)</u>

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 05/03/2007

**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) 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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