

TRACTOR SUPPLY CO /DE/
Form 4
October 28, 2008

FORM 4

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

OMB APPROVAL

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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 *
MORRIS EDNA

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)
10/28/2008

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | Code | V | Amount | | | |
| Common stock | 10/28/2008 | | A | | 30 | \$ 35.88 | 357 | D |

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)

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2005 01/22/2014 | Common stock | 1,167 ⁽¹⁾ |
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2006 01/22/2014 | Common stock | 1,167 ⁽¹⁾ |
| Non-qualified stock option | \$ 42.65 | | | | | 01/22/2007 01/22/2014 | Common stock | 1,167 ⁽¹⁾ |
| Non-qualified stock option | \$ 36.395 | | | | | 02/02/2007 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | | | | | 02/02/2008 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | | | | | 02/02/2009 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 36.395 | | | | | 02/02/2010 02/02/2015 | Common stock | 500 |
| Non-qualified stock option | \$ 64.445 | | | | | 05/04/2007 05/04/2016 | Common stock | 2,000 |
| Deferred stock units ⁽²⁾ | \$ 64.445 | | | | | 05/04/2007 ⁽³⁾ ⁽³⁾ | Common stock | 310 |
| Non-qualified stock option | \$ 51.285 | | | | | 05/02/2008 05/02/2018 | Common stock | 2,000 |
| Deferred stock units ⁽²⁾ | \$ 51.285 | | | | | 05/02/2008 ⁽³⁾ ⁽³⁾ | Common stock | 390 |
| Non-qualified stock option | \$ 36.4 | | | | | 05/01/2009 05/01/2018 | Common stock | 2,000 |
| Deferred stock units | \$ 36.4 | | | | | 05/01/2009 ⁽³⁾ ⁽³⁾ | Common stock | 549 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

Director 10% Owner Officer Other

MORRIS EDNA
200 POWELL PLACE
BRENTWOOD, TN 37027

X

Signatures

Edna K. Morris by: /s/ David C. Lewis, as
Attorney-in-fact

10/28/2008

__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) 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.