

WRIGHT JAMES F
Form 4
February 09, 2007

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 *
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⁾

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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 <u>(1)</u>	02/07/2009	02/07/2017	Common stock	19,833 <u>(1)</u>	
Employee stock option	\$ 46.165	02/07/2007	A	19,834 <u>(1)</u>	02/07/2010	02/07/2017	Common stock	19,834 <u>(1)</u>	
Restricted stock units <u>(2)</u>	\$ 46.165	02/07/2007	A	17,000	02/07/2010	<u>(3)</u>	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.