SCARLETT JOSEPH H JR
Form 4
February 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
02/09/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								4,718,225	D	
Common Stock								46,269	I	Scarlett Family Foundation
Common stock								104,616	I	401(k) Plan

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

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SEC 1474 (9-02)

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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	$ 9.7975							01/24/2003	01/24/2007	Common stock	66,666 (1)
Employee stock option	$ 9.7975							01/24/2004	01/24/2007	Common stock	66,667 (1)
Employee stock option	$ 9.7975							01/24/2005	01/24/2007	Common stock	66,667 (1)
Employee stock option	$ 21.605							01/23/2004	01/23/2008	Common stock	33,333 (1)
Employee stock option	$ 21.605							01/23/2005	01/23/2008	Common stock	33,333 (1)
Employee stock option	$ 21.605							01/23/2006	01/23/2008	Common stock	33,334 (1)
Employee stock option	$ 46.915							01/22/2005	01/22/2009	Common stock	16,666 (1)
Employee stock option	$ 46.915							01/22/2006	01/22/2009	Common stock	16,667 (1)
Employee stock option	$ 46.915							01/22/2007	01/22/2009	Common stock	16,667 (1)
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	02/09/2006		A	11,666 (1)	02/09/2007	02/09/2011	Common stock	11,666 (1)
Employee stock option	$ 67.397	02/09/2006		A	11,667 (1)	02/09/2008	02/09/2011	Common stock	11,667 (1)
Employee stock option	$ 67.397	02/09/2006		A	11,667 (1)	02/09/2009	02/09/2011	Common stock	11,667 (1)

Reporting Owners

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

Signatures

Joseph H. Scarlett, Jr. by: /s/ David C. Lewis, as Attorney-in-fact	02/10/2006
**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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