

RODGERS JOSEPH M
Form 4
May 04, 2006

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 *
RODGERS JOSEPH M

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

BRENTWOOD, TN 37027

(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)
Common stock			Code V	Amount (D) Price	0	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V	(A)	(D)		
Non-qualified stock options	\$ 3.6094					01/22/2001	01/21/2008	Common stock	60
Non-qualified stock options	\$ 3.7344					01/26/2003	01/26/2010	Common stock	2
Non-qualified stock options	\$ 3.3574					01/25/2003	01/25/2011	Common stock	2
Non-qualified stock options	\$ 3.3574					01/25/2004	01/25/2011	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2003	01/24/2012	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2004	01/24/2012	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2005	01/24/2012	Common stock	2
Non-qualified stock options	\$ 19.64					01/23/2004	01/23/2013	Common stock	1
Non-qualified stock options	\$ 19.64					01/23/2005	01/23/2013	Common stock	1
Non-qualified stock options	\$ 19.64					01/23/2006	01/23/2013	Common stock	1
Non-qualified stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	60
Non-qualified stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	60
Non-qualified stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock	60
Non-qualified stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock	5
Non-qualified stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock	5
	\$ 36.395					02/02/2009	02/02/2015		5

Non-qualified stock options								Common stock
Non-qualified stock options	\$ 36.395					02/02/2010	02/02/2015	Common stock
Non-qualified stock options	\$ 64.445	05/04/2006	A	2,000		05/04/2007	05/04/2016	Common stock
Deferred stock units ⁽²⁾	\$ 0	05/04/2006	A	310		05/04/2007 ⁽³⁾	⁽³⁾	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS JOSEPH M 200 POWELL PLACE BRENTWOOD, TN 37027			X	

Signatures

Joseph M. Rodgers by: /s/ David C. Lewis,
Attorney-in-fact

05/04/2006

 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) 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.

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