

TRACTOR SUPPLY CO /DE/  
Form 4  
May 02, 2008

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2008

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

200 POWELL PLACE

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common stock                    |                                      |  |                                |   | 327   | 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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-qualified stock option                 | \$ 42.65   |                                      |  |                                |  | 01/22/2005 01/22/2014                                    | Common stock 1  |
| Non-qualified stock option                 | \$ 42.65   |                                      |  |                                |  | 01/22/2006 01/22/2014                                    | Common stock 1  |
| Non-qualified stock option                 | \$ 42.65   |                                      |  |                                |  | 01/22/2007 01/22/2014                                    | Common stock 1  |
| Non-qualified stock option                 | \$ 36.395  |                                      |  |                                |  | 02/02/2007 02/02/2015                                    | Common stock 5  |
| Non-qualified stock option                 | \$ 36.395  |                                      |  |                                |  | 02/02/2008 02/02/2015                                    | Common stock 5  |
| Non-qualified stock option                 | \$ 36.395  |                                      |  |                                |  | 02/02/2009 02/02/2015                                    | Common stock 5  |
| Non-qualified stock option                 | \$ 36.395  |                                      |  |                                |  | 02/02/2010 02/02/2015                                    | Common stock 5  |
| Non-qualified stock option                 | \$ 64.445  |                                      |  |                                |  | 05/04/2007 05/04/2016                                    | Common stock 2  |
| Deferred stock units <sup>(2)</sup>        | \$ 64.445  |                                      |  |                                |  | 05/04/2007 <sup>(3)</sup> <sup>(3)</sup>                 | Common stock 3  |
| Non-qualified stock option                 | \$ 51.285  |                                      |  |                                |  | 05/02/2008 05/02/2018                                    | Common stock 2  |
| Deferred stock units <sup>(2)</sup>        | \$ 51.285  |                                      |  |                                |  | 05/02/2008 <sup>(3)</sup> <sup>(3)</sup>                 | Common stock 3  |
| Non-qualified stock option                 | \$ 36.4  | 05/01/2008                           |  | A                              | 2,000  | 05/01/2009 05/01/2018                                    | Common stock 2  |
| Deferred stock units                       | \$ 36.4  | 05/01/2008                           |  | A                              | 549  | 05/01/2009 <sup>(3)</sup> <sup>(3)</sup>                 | Common stock 5  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MORRIS EDNA  
200 POWELL PLACE X  
BRENTWOOD, TN 37027

## Signatures

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

05/02/2008

\_\_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.  
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