

SCARLETT JOSEPH H JR  
 Form 4  
 February 24, 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

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)  
 02/23/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/23/2006		S	75,000 D \$ 61.8969	4,643,225	D	
Common Stock	02/24/2006		S	86,785 D \$ 61.8528	4,556,440	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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(9-02)

**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)	8. F. Derivative 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 <u>(1)</u>
Employee stock option	\$ 9.7975					01/24/2004	01/24/2007	Common stock	66,667 <u>(1)</u>
Employee stock option	\$ 9.7975					01/24/2005	01/24/2007	Common stock	66,667 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2004	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2005	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2006	01/23/2008	Common stock	33,334 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2005	01/22/2009	Common stock	16,666 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2006	01/22/2009	Common stock	16,667 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2007	01/22/2009	Common stock	16,667

stock option				stock	<u>(1)</u>
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	02/09/2007	02/09/2011	Common stock	<u>11,666</u>
Employee stock option	\$ 67.397	02/09/2008	02/09/2011	Common stock	<u>11,667</u>
Employee stock option	\$ 67.397	02/09/2009	02/09/2011	Common stock	<u>11,667</u>

## 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

02/24/2006

        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.

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