

BRASE GERALD W
Form 4
February 07, 2006

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 *
BRASE GERALD W

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP - Merchandising

(Last) (First) (Middle)
C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2006

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common stock	02/07/2006		M	36,513 A \$ 3.3574	62,781	D	
Common stock	02/07/2006		M	60,000 D \$ 8.9075	122,781	D	
Common stock	02/07/2006		S	96,513 D \$ 62.274	26,268	D	
Common stock					1,055	I	Stock Purchase Plan

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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 displays a currently valid OMB control number.

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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	\$ 3.3574	02/07/2006		M	25,733	01/25/2004 01/25/2011	Common stock 25,733
Employee Stock Option	\$ 3.3574	02/07/2006		M	10,780	01/25/2005 01/25/2011	Common stock 10,780
Employee Stock Option	\$ 3.3574					01/25/2006 01/25/2011	Common stock 25,734
Employee Stock Option	\$ 8.9075	02/07/2006		M	20,000	01/24/2003 01/24/2012	Common stock 20,000
Employee Stock Option	\$ 8.9075	02/07/2006		M	20,000	01/24/2004 01/24/2012	Common stock 20,000
Employee Stock Option	\$ 8.9075	02/07/2006		M	20,000	01/24/2005 01/24/2012	Common stock 20,000
Employee Stock Option	\$ 19.64					01/23/2004 01/23/2013	Common stock 10,000
Employee Stock Option	\$ 19.64					01/23/2005 01/23/2013	Common stock 10,000
Employee Stock Option	\$ 19.64					01/23/2006 01/23/2013	Common stock 10,000

