

MAXWELL JOSEPH D
Form 4
May 04, 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 *
MAXWELL JOSEPH D

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)
05/04/2006

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					65,000	I	JKM Partners ⁽¹⁾
Common stock					65,000	I	JDM Partners ⁽²⁾
Common stock					223,968	I	By spouse ⁽³⁾
Common stock					134,968	D	

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock option	\$ 3.3575					01/25/2004	01/25/2011	Common stock	2
Non-qualified stock option	\$ 8.9075					01/24/2004	01/24/2012	Common stock	2
Non-qualified stock option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	2
Non-qualified stock option	\$ 19.64					01/23/2004	01/23/2013	Common stock	1
Non-qualified stock option	\$ 19.64					01/23/2005	01/23/2013	Common stock	1
Non-qualified stock option	\$ 19.64					01/23/2006	01/23/2013	Common stock	1
Non-qualified stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	60
Non-qualified stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	60
Non-qualified stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	60
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
Non-qualified stock option	\$ 64.445	05/04/2006	A	2,000		05/04/2007	05/04/2016	Common stock
Deferred stock units ⁽⁵⁾	\$ 0	05/04/2006	A/K	310		05/04/2007 ⁽⁶⁾	⁽⁷⁾	Common stock

Reporting Owners

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

Signatures

Joseph D. Maxwell, By: /s/ David C. Lewis, as 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) The Reporting Person is a general partner of the partnership that owns the reported securities.
- (2) The spouse of the Reporting Person is a general partner of the partnership that owns the reported securities.
- (3) The Reporting Person disclaims beneficial ownership of all shares held by his spouse. This report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
- (4) Fractional shares are rounded to the nearest whole number.
- (5) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (6) 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.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.