

SCARLETT JOSEPH H JR
 Form 4
 May 22, 2007

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 *
 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)
 05/22/2007

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 Beneficial Ownership (Instr. 4)
Common stock				(A) Amount	4,138,678	D	
Common stock				(A) Amount	104,616	I	401(k) Plan
Common stock	05/22/2007		S	22,500 D \$ 51.437	36,046	I	Scarlett Family Foundation

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 9.7983					01/24/2004	01/24/2007	Common stock	10,205
Employee stock option	\$ 9.7983					01/24/2005	01/24/2007	Common stock	65,205
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 <u>(1)</u>
Employee stock option	\$ 40.0345					02/02/2007	02/02/2010	Common stock	12,500

