FOHL BLAKE A Form 4 February 08, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

| FOHL BLAKE A | | | Symbol TRACTOR SUPPLY CO /DE/ | | | | / | Issuer (Check all applicable) | | | | |
|--|---|-----------------|---|---|---|---|----------|--|--|------------------------------|--|--|
| | [TSCO] | | | | | (Check all applicable) | | | | | | |
| (Last) (First) (Middle) 200 POWELL PLACE | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2008 | | | | | Director 10% Owner Section Officer (give title Other (specify below) Sr. Vice President - Marketing | | | | |
| DDENTING. | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| BRENTWO | OOD, TN 3702 | 7 | | | | | | Person | | | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execution | | 3. Transaction Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) o l of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common stock | | | | | | | | 0 | D | | | |
| Common stock | | | | | | | | 1,946 | I | 401(k) Retirement Plan | | |
| Common stock | | | | | | | | 2,999 | I | Stock Purchase Plan | | |
| Reminder: Rep | port on a separate | line for each c | class of secu | rities benef | icially owr | ned din | rectly o | r indirectly. | | | | |
| Persons who respond to the collection of | | | | | | | | | ection of | SEC 1474 | | |

information contained in this form are not

(9-02)

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required to respond unless the form 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. 5. Number Transaction of Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | of | 6. Date Exerci Expiration Dat (Month/Day/Y | re e | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|----|----|-----|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A | ۸) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option | \$ 3.3574 | | | | | | | 01/25/2005 | 01/25/2011 | Common stock | 6,000 |
| Employee stock option | \$ 3.3574 | | | | | | | 01/25/2006 | 01/25/2011 | Common stock | 10,000 |
| Employee stock option | \$ 8.9075 | | | | | | | 01/24/2004 | 01/24/2012 | Common stock | 6,333 (1) |
| Employee stock option | \$ 8.9075 | | | | | | | 01/24/2005 | 01/24/2012 | Common stock | 6,667 (1) |
| Employee stock option | \$ 19.64 | | | | | | | 01/23/2004 | 01/23/2013 | Common stock | 3,333 (1) |
| Employee stock option | \$ 19.64 | | | | | | | 01/23/2005 | 01/23/2013 | Common stock | 3,333 (1) |
| Employee stock option | \$ 19.64 | | | | | | | 01/23/2006 | 01/23/2013 | Common stock | 3,334 (1) |
| Employee stock option | \$ 42.65 | | | | | | | 01/22/2005 | 01/22/2014 | Common stock | 2,500 |
| Employee stock option | \$ 42.65 | | | | | | | 01/22/2006 | 01/22/2014 | Common stock | 2,500 |
| | \$ 42.65 | | | | | | | 01/22/2007 | 01/22/2014 | | 2,500 |

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| Employee stock option | | | | | | | Common stock | |
|----------------------------|-----------|------------|---|-------|------------|------------|--------------|--------------|
| Employee stock option | \$ 36.395 | | | | 02/02/2007 | 02/02/2015 | Common stock | 1,875 |
| Employee stock option | \$ 36.395 | | | | 02/02/2008 | 02/02/2015 | Common stock | 1,875 |
| Employee stock option | \$ 36.395 | | | | 02/02/2009 | 02/02/2015 | Common stock | 1,875 |
| Employee stock option | \$ 36.395 | | | | 02/02/2010 | 02/02/2015 | Common stock | 1,875 |
| Employee stock option | \$ 61.27 | | | | 02/09/2007 | 02/09/2016 | Common stock | 3,333 (1) |
| Employee stock option | \$ 61.27 | | | | 02/09/2008 | 02/09/2016 | Common stock | 3,333 (1) |
| Employee stock option | \$ 61.27 | | | | 02/09/2009 | 02/09/2016 | Common stock | 3,334 (1) |
| Employee stock options | \$ 46.165 | | | | 02/07/2008 | 02/07/2017 | Common stock | 5,000 |
| Employee stock options | \$ 46.165 | | | | 02/07/2009 | 02/07/2017 | Common stock | 5,000 |
| Employee stock options | \$ 46.165 | | | | 02/07/2010 | 02/07/2017 | Common stock | 5,000 |
| Restricted stock units (2) | \$ 46.165 | | | | 02/07/2010 | (3) | Common stock | 4,500 |
| Employee stock options | \$ 38.45 | 02/06/2008 | A | 6,882 | 02/06/2009 | 02/06/2018 | Common stock | 6,882 |
| Employee stock options | \$ 38.45 | 02/06/2008 | A | 6,882 | 02/06/2010 | 02/06/2018 | Common stock | 6,882 |
| Employee stock | \$ 38.45 | 02/06/2008 | A | 6,882 | 02/06/2011 | 02/06/2018 | Common stock | 6,882 |

options

Restricted

(2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FOHL BLAKE A 200 POWELL PLACE BRENTWOOD, TN 37027

Sr. Vice President - Marketing

Signatures

Blake A. Fohl by: /s/ David C. Lewis, as

Attorney-in-fact 02/08/2008

**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 restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversay date.

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.

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