

LEWIS DAVID C
Form 4
February 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LEWIS DAVID C

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)
02/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President-Controller

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					0	D	
Common stock					962	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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					01/25/2005	01/25/2011	Common stock	11,756
Employee Stock Option	\$ 3.3574					01/25/2006	01/24/2011	Common stock	12,534 <u>(1)</u>
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
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 <u>(1)</u>
Employee Stock Option	\$ 61.27					02/09/2008	02/09/2016	Common stock	3,333 <u>(1)</u>
Employee Stock Option	\$ 61.27					02/09/2009	02/09/2016	Common stock	3,334 <u>(1)</u>
Employee Stock	\$ 46.165					02/07/2008	02/07/2017	Common	3,166

Stock Option							stock	<u>(1)</u>
Employee Stock Option	\$ 46.165				02/07/2008	02/07/2017	Common stock	3,167 <u>(1)</u>
Employee Stock Option	\$ 46.165				02/07/2010	02/07/2017	Common stock	3,167 <u>(1)</u>
Restricted stock units <u>(2)</u>	\$ 46.165				02/07/2010	<u>(3)</u>	Common stock	3,000
Employee Stock Option	\$ 38.45	02/06/2008	A	4,379 <u>(1)</u>	02/06/2009	02/06/2018	Common stock	4,379 <u>(1)</u>
Employee Stock Option	\$ 38.45	02/06/2008	A	4,379 <u>(1)</u>	02/06/2010	02/06/2018	Common stock	4,379 <u>(1)</u>
Employee Stock Option	\$ 38.45	02/06/2008	A	4,380 <u>(1)</u>	02/06/2011	02/06/2018	Common stock	4,380 <u>(1)</u>
Restricted stock units <u>(2)</u>	\$ 38.45	02/06/2008	A	3,331	02/06/2011	<u>(3)</u>	Common stock	3,331

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS DAVID C 200 POWELL PLACE BRENTWOOD, TN 37027			Vice President-Controller	

Signatures

David C. Lewis 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 closest 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 anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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