

TRACTOR SUPPLY CO /DE/
Form 4
May 25, 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 *
WRIGHT JAMES F

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)
05/25/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/25/2006		M		44,679	A	\$ 2.2383
Common stock					1,299	I	Stock Purchase Plan ⁽¹⁾
Common stock					2,196	I	Trust

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title		
Employee stock option	\$ 2.2383	05/25/2006		M		44,679		11/01/2004	11/01/2010	Common stock	44,679
Employee stock option	\$ 2.2383							11/01/2005	11/01/2010	Common stock	21,339
Employee stock option	\$ 3.3575							01/25/2004	01/25/2011	Common stock	66,667
Employee stock option	\$ 3.3575							01/25/2005	01/25/2011	Common stock	66,667
Employee stock option	\$ 3.3575							01/25/2006	01/25/2011	Common stock	66,667
Employee stock option	\$ 8.9075							01/24/2003	01/24/2012	Common stock	10,000
Employee stock option	\$ 8.9075							01/24/2004	01/24/2012	Common stock	47,000
Employee stock option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	47,000
Employee stock option	\$ 19.64							01/23/2004	01/23/2013	Common stock	26,000
Employee stock option	\$ 19.64							01/23/2005	01/23/2013	Common stock	26,000
	\$ 19.64							01/23/2006	01/23/2013		

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Employee stock option							Common stock	26
Employee stock option	\$ 42.65				01/22/2005	01/22/2014	Common stock	15
Employee stock option	\$ 42.65				01/22/2006	01/22/2014	Common stock	15
Employee stock option	\$ 42.65				01/22/2007	01/22/2014	Common stock	15
Employee stock option	\$ 32.68				10/01/2005	10/01/2014	Common stock	12
Employee stock option	\$ 32.68				10/01/2006	10/01/2014	Common stock	12
Employee stock option	\$ 32.68				10/01/2007	10/01/2014	Common stock	12
Employee stock option	\$ 36.395				02/02/2007	02/02/2015	Common stock	15
Employee stock option	\$ 36.395				02/02/2008	02/02/2015	Common stock	15
Employee stock option	\$ 36.395				02/02/2009	02/02/2015	Common stock	15
Employee stock option	\$ 36.395				02/02/2010	02/02/2015	Common stock	15
Employee stock option	\$ 61.27	02/09/2006	A	<u>26,666</u> (2)	02/09/2007	02/09/2016	Common stock	26
Employee stock option	\$ 61.27	02/09/2006	A	<u>26,667</u> (2)	02/09/2008	02/09/2016	Common stock	26
Employee stock option	\$ 61.27	02/09/2006	A	<u>26,667</u> (2)	02/09/2009	02/09/2016	Common stock	26

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		President & CEO	

Signatures

James F. Wright By: /s/ David C. Lewis, as
Attorney-in-Fact 05/25/2006

__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) James & Susan Wright 2003 Grandchildren's Trust
- (2) Fractional shares are rounded to the closest whole number.

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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