

TRACTOR SUPPLY CO /DE/  
Form 8-K  
February 21, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 17, 2006

Tractor Supply Company

(Exact name of registrant as specified in its charter)

Delaware

000-23314

13-3139732

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

200 Powell Place, Brentwood, Tennessee

37027

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(615) 366-4600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 17, 2006, Tractor Supply Company (the "Company") entered into a transition and separation agreement and general release (the "Agreement") with Calvin B. Massmann, Senior Vice-President and former Chief Financial Officer and Treasurer for the Company. A copy of the Agreement is included herein as Exhibit 10.1.

Pursuant to the Agreement, Mr. Massmann agreed not to compete with the Company or to solicit employees of the Company for a period of five years. In consideration for Mr. Massmann's covenants contained in the Agreement, the Company agreed to pay Mr. Massmann \$75,000 on the effective date of separation and each anniversary date for a period of four years, representing an aggregate of \$375,000. In addition, the Company has agreed to pay for Mr. Massmann's health insurance coverage (minus the amount of the then applicable employee contribution portion) for up to 18 months following the date of the Agreement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tractor Supply Company

*February 20, 2006*

By: *Anthony F. Crudele*

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*Name: Anthony F. Crudele*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Transition and Separation Agreement and General Release