

TRACTOR SUPPLY CO /DE/  
Form 8-K  
November 13, 2007

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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):

November 9, 2007

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 October 24, 2007, Gerald W. Brase, Executive Vice President - Merchandising for the Company, resigned. In connection with his resignation, the Compensation Committee of the Board of Directors accelerated the vesting of Mr. Brase's outstanding options to purchase 41,584 shares of the Company's common stock granted to Mr. Brase under the Company's 2006 Stock Incentive Plan and extended the exercise period for such outstanding options held by Mr. Brase for 90 days from the date of his resignation. In addition, Mr. Brase was granted salary continuation for a one-year period in the annual amount of approximately \$309,000 and additional salary continuation for up to an additional six months at one-half that annual amount. Further, Mr. Brase will received a prorated incentive associated with his service period for the current fiscal year.

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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

*November 13, 2007*

By: *Joel A. Cherry*

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*Name: Joel A. Cherry*

*Title: Vice President - General Counsel and Corporate Secretary*