MORRIS EDNA Form 4 May 04, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

MORRIS EDNA

2. Issuer Name and Ticker or Trading

Symbol

TRACTOR SUPPLY CO /DE/

[TSCO]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2006

200 POWELL PLACE

(Street) 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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

Issuer

below)

X_ Director

Officer (give title

BRENTWOOD, TN 37027

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

4. Securities 3. 5. Amount of

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

D

Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

6. Ownership 7. Nature of

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

327

Common stock

1.Title of

Security

(Instr. 3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2005 Estimated average

3235-0287

January 31,

OMB APPROVAL

burden hours per

OMB

Number:

Expires:

response... 0.5

10% Owner

Other (specify

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	1
Non-qualified stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	1
Non-qualified stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	1
Non-qualified stock option	\$ 36.395					02/02/2007	02/02/2015	Common stock	-
Non-qualified stock option	\$ 36.395					02/02/2008	02/02/2015	Common stock	
Non-qualified stock option	\$ 36.395					02/02/2009	02/02/2015	Common stock	:
Non-qualified stock option	\$ 36.395					02/02/2010	02/02/2015	Common stock	:
Non-qualified stock option	\$ 64.445	05/04/2006		A	2,000	05/04/2007	05/04/2016	Common stock	2
Deferred stock units (2)	\$ 0	05/04/2006		A	310	05/04/2007(3)	<u>(3)</u>	Common stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
MORRIS EDNA 200 POWELL PLACE BRENTWOOD, TN 37027	X					

**Signature of Reporting Person

Signatures

Edna K. Morris by: /s/ David C. Lewis, as Attorney-in-fact 05/04/2006

Reporting Owners

Date

2

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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 deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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.