

JAMISON CYNTHIA T  
 Form 4  
 May 04, 2007

**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 \*  
 JAMISON CYNTHIA T

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/02/2007

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

200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common stock                    | 05/03/2007                           |  | M                              |   | 1,350   | A  | \$ 14.2213  |
| Common stock                    | 05/03/2007                           |  | S                              |   | 1,350   | D  | \$ 50.939 0   |

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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Non-qualified stock options                | \$ 14.2213   | 05/03/2007                           |  | M                              | 1,350   | 07/18/2004   | 07/18/2012  | Common stock |
| Non-qualified stock options                | \$ 14.2213   |                                      |  |                                |   | 07/18/2005   | 07/18/2012  | Common stock |
| Non-qualified stock options                | \$ 19.64   |                                      |  |                                |   | 01/23/2005   | 01/23/2014  | Common stock |
| Non-qualified stock options                | \$ 19.64   |                                      |  |                                |   | 01/23/2006   | 01/23/2014  | Common stock |
| Non-qualified stock options                | \$ 42.65   |                                      |  |                                |   | 01/22/2005   | 01/22/2015  | Common stock |
| Non-qualified stock options                | \$ 42.65   |                                      |  |                                |   | 01/22/2006   | 01/22/2015  | Common stock |
| Non-qualified stock options                | \$ 42.65   |                                      |  |                                |   | 01/22/2007   | 01/22/2015  | Common stock |
| Non-qualified stock options                | \$ 36.395  |                                      |  |                                |   | 02/02/2007   | 02/02/2015  | Common stock |
| Non-qualified stock options                | \$ 36.395  |                                      |  |                                |   | 02/02/2008   | 02/02/2015  | Common stock |
| Non-qualified stock options                | \$ 36.395  |                                      |  |                                |   | 02/02/2009   | 02/02/2015  | Common stock |
| Non-qualified stock options                | \$ 36.395  |                                      |  |                                |   | 02/02/2010   | 02/02/2015  | Common stock |
| Non-qualified stock options                | \$ 64.445  |                                      |  |                                |   | 05/04/2007   | 05/04/2016  | Common stock |
| Deferred stock units <u>(2)</u>            | \$ 64.445  |                                      |  |                                |   | 05/04/2007 <sup>(3)</sup>                                | <sup>(3)</sup>                                    | Common stock |
| Non-qualified stock options                | \$ 51.285  | 05/02/2007                           |  | A                              | 2,000   | 05/02/2008   | 05/02/2018  | Common stock |
| Deferred stock units <u>(2)</u>            | \$ 51.285  | 05/02/2007                           |  | A                              | 390   | 05/02/2008 <sup>(3)</sup>                                | <sup>(3)</sup>                                    | Common stock |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| JAMISON CYNTHIA T<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               | X         |         |       |

## Signatures

Cynthia T. Jamison by: /s/ David C. Lewis,  
Attorney-in-fact

05/04/2007

\_\_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 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.