

BRASE GERALD W

Form 4

February 10, 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*  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRASE GERALD W

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)  
02/09/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. VP - Merchandising

C/O TRACTOR SUPPLY  
COMPANY, 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  
Person

BRENTWOOD, TN 37027

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             |                                                                      |                                                                   |
| Common<br>stock                       |                                         |                                                             |                                         |                                                                            | 26,268                                                                                                             | D                                                                    |                                                                   |
| Common<br>stock                       |                                         |                                                             |                                         |                                                                            | 1,105                                                                                                              | I                                                                    | Stock<br>Purchase<br>Plan                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option                         | \$ 3.3574                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/25/2005                                                          | 01/25/2011         | Common<br>stock | 14,953                              |
| Employee<br>Stock<br>Option                         | \$ 3.3574                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/25/2006                                                          | 01/25/2011         | Common<br>stock | 25,734                              |
| Employee<br>Stock<br>Option                         | \$ 19.64                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/23/2004                                                          | 01/23/2013         | Common<br>stock | 10,000                              |
| Employee<br>Stock<br>Option                         | \$ 19.64                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/23/2005                                                          | 01/23/2013         | Common<br>stock | 10,000                              |
| Employee<br>Stock<br>Option                         | \$ 19.64                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/23/2006                                                          | 01/23/2013         | Common<br>stock | 10,000                              |
| Employee<br>Stock<br>Option                         | \$ 42.65                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/22/2005                                                          | 01/22/2014         | Common<br>stock | 5,000                               |
| Employee<br>Stock<br>Option                         | \$ 42.65                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/22/2006                                                          | 01/22/2014         | Common<br>stock | 5,000                               |
| Employee<br>Stock<br>Option                         | \$ 42.65                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/22/2007                                                          | 01/22/2014         | Common<br>stock | 5,000                               |
| Employee<br>Stock<br>Option                         | \$ 36.395                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/02/2007                                                          | 02/02/2015         | Common<br>stock | 3,750                               |
| Employee<br>Stock<br>Option                         | \$ 36.395                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/02/2008                                                          | 02/02/2015         | Common<br>stock | 3,750                               |
| Employee                                            | \$ 36.395                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/02/2009                                                          | 02/02/2015         | Common          | 3,750                               |

|          |           |            |   |              |            |            |            |        |              |
|----------|-----------|------------|---|--------------|------------|------------|------------|--------|--------------|
| Stock    |           |            |   |              |            |            |            | stock  |              |
| Option   |           |            |   |              |            |            |            |        |              |
| Employee |           |            |   |              |            |            |            |        |              |
| Stock    | \$ 36.395 |            |   |              |            | 02/02/2010 | 02/02/2015 | Common | 3,750        |
| Option   |           |            |   |              |            |            |            | stock  |              |
| Employee |           |            |   |              |            |            |            |        |              |
| Stock    | \$ 61.27  | 02/09/2006 | A | 6,666<br>(1) | 02/09/2007 | 02/09/2016 |            | Common | 6,666<br>(1) |
| Option   |           |            |   |              |            |            |            | stock  |              |
| Employee |           |            |   |              |            |            |            |        |              |
| Stock    | \$ 61.27  | 02/09/2006 | A | 6,667<br>(1) | 02/09/2008 | 02/09/2016 |            | Common | 6,667<br>(1) |
| Option   |           |            |   |              |            |            |            | stock  |              |
| Employee |           |            |   |              |            |            |            |        |              |
| Stock    | \$ 61.27  | 02/09/2006 | A | 6,667<br>(1) | 02/09/2009 | 02/09/2016 |            | Common | 6,667<br>(1) |
| Option   |           |            |   |              |            |            |            | stock  |              |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                        |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                | Other |
| BRASE GERALD W<br>C/O TRACTOR SUPPLY COMPANY<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               |           | Sr. VP - Merchandising |       |

## Signatures

Gerald W. Brase by: /s/ David C. Lewis, as  
Attorney-in-Fact

02/10/2006

\_\_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) Fractional shares are rounded to the nearest 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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