

TRACTOR SUPPLY CO /DE/  
Form 4  
May 02, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**RODGERS JOSEPH M**

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)  
**05/01/2008**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock					32,200	D	

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)**

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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. 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	\$ 3.7344					01/26/2003	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 3.3574					01/25/2003	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 3.3574					01/25/2004	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2003	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2004	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 8.9075					01/24/2005	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 19.64					01/23/2004	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 19.64					01/23/2005	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 19.64					01/23/2006	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 42.65					01/22/2005	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 42.65					01/22/2005	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 42.65					01/22/2006	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 36.395					02/02/2007	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 36.395					02/02/2008	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 36.395					05/01/2008 <sup>(1)</sup>	05/01/2009 <sup>(1)</sup>	Common stock

Non-qualified stock options	\$ 36.395	05/01/2008 <sup>(1)</sup>	05/01/2009 <sup>(1)</sup>	Common stock
Non-qualified stock options	\$ 64.445	05/04/2007	05/01/2009 <sup>(1)</sup>	Common stock
Deferred stock units <sup>(3)</sup>	\$ 64.445	05/04/2007 <sup>(4)</sup>	<sup>(4)</sup>	Common stock
Non-qualified stock options	\$ 51.285	05/02/2008 <sup>(1)</sup>	05/01/2009 <sup>(1)</sup>	Common stock
Deferred stock units <sup>(3)</sup>	\$ 51.285	05/02/2008 <sup>(1)(4)</sup>	<sup>(4)</sup>	Common stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS JOSEPH M 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

Joseph M. Rodgers by: /s/ David C. Lewis,  
Attorney-in-fact

05/02/2008

      \*\*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).
- Effective with his retirement from the Board of Directors on May 1, 2008, Mr. Rodgers' outstanding stock options werer modified by the
- (1) Compensation Committee of the Board of Directors. As a result, all unvested options were immediately accelerated to fully-vested status and the exercise period for all outstanding options was revised to expire one year from the effective date of retirement.
  - (2) Fractional shares are rounded to the nearest whole number.
  - (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
  - (4) 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.