

BRASE GERALD W
Form 4
February 10, 2006

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 *
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
 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)
 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) Code V Amount (D) Price			
Common stock					26,268	D	
Common stock					1,105	I	Stock Purchase 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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: BRASE GERALD W - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.3574					01/25/2005	01/25/2011	Common stock	14,953
Employee Stock Option	\$ 3.3574					01/25/2006	01/25/2011	Common stock	25,734
Employee Stock Option	\$ 19.64					01/23/2004	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64					01/23/2005	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64					01/23/2006	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 42.65					01/22/2005	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65					01/22/2006	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	5,000
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	3,750

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRASE GERALD W C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE 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. 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.