

TRACTOR SUPPLY CO /DE/
Form 4
March 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
JONES GERARD E

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)
02/23/2006

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

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock	02/23/2006		M	A	9,000	\$		6.9341
					17,000		D	

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)

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified stock option	\$ 6.6875	02/23/2006		M	3,000	04/22/2002	04/22/2009	Common stock	3,000
Non-Qualified stock option	\$ 3.3574	02/23/2006		M	2,000	01/25/2004	01/25/2011	Common stock	2,000
Non-Qualified stock option	\$ 8.9075	02/23/2006		M	2,000	01/24/2004	01/24/2012	Common stock	2,000
Non-Qualified stock option	\$ 8.9075	02/23/2006		M	2,000	01/24/2005	01/24/2012	Common stock	2,000
Non-Qualified stock option	\$ 19.64					01/23/2004	01/23/2013	Common stock	1,000
Non-Qualified stock option	\$ 19.64					01/23/2005	01/23/2013	Common stock	1,000
Non-Qualified stock option	\$ 19.64					01/23/2006	01/23/2013	Common stock	1,000
Non-Qualified stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	666
Non-Qualified stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	667
Non-Qualified stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	667
Non-Qualified stock option	\$ 36.395					02/02/2007	02/02/2015	Common stock	500
Non-Qualified stock option	\$ 36.395					02/02/2008	02/02/2015	Common stock	500
Non-Qualified stock option	\$ 36.395					02/02/2009	02/02/2015	Common stock	500
Non-Qualified stock option	\$ 36.395					02/02/2010	02/02/2015	Common stock	500

