

LEWIS DAVID C  
Form 4  
March 01, 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

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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 \*  
LEWIS DAVID C

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)  
200 POWELL PLACE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President-Controller

BRENTWOOD, TN 37027

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

(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	02/28/2007		S	17,335 D \$ 51.5	0	D	
Common stock					682	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)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Fair Value of Derivative Security (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	12,533 <u>(1)</u>
Employee Stock Option	\$ 3.3574					01/25/2006	01/24/2011	Common stock	12,534 <u>(1)</u>
Employee Stock Option	\$ 8.9075					01/24/2003	01/24/2012	Common stock	2,100 <u>(1)</u>
Employee Stock Option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	3,707 <u>(1)</u>
Employee Stock Option	\$ 19.64					01/23/2006	01/23/2013	Common stock	2,948 <u>(1)</u>
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	1,875
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,875
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	1,875
Employee Stock Option	\$ 36.395					02/02/2010	02/02/2015	Common stock	1,875

