

TRACTOR SUPPLY CO /DE/  
Form 4  
November 09, 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

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 \*  
SCARLETT JOSEPH H JR

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)  
11/08/2007

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common stock                    | 11/08/2007                           |  | M                              | 23,843  | A \$ 21.605   | 4,162,521  | D  |
| Common stock                    | 11/08/2007                           |  | U                              | 23,843  | D \$ 39.8592  | 4,138,678  | D  |
| Common stock                    | 11/09/2007                           |  | M                              | 28,471  | A \$ 21.605   | 4,167,149  | D  |
| Common stock                    | 11/09/2007                           |  | D                              | 3,043   | D \$ 39.5253  | 4,164,106  | D  |
| Common stock                    |                                      |  |                                |   |   | 104,616  | I 401(k) Plan                              |

Edgar Filing: TRACTOR SUPPLY CO /DE/ - Form 4

|              |        |   |                            |
|--------------|--------|---|----------------------------|
| Common stock | 21,061 | I | Scarlett Family Foundation |
|--------------|--------|---|----------------------------|

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)

| 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   |
| Employee stock option                      | \$ 21.605  | 11/09/2007                           |  | M                              | 4,628   | 01/23/2004 01/23/2008                                    | Common stock                                      |
| Employee stock option                      | \$ 21.605  | 11/08/2007                           |  | M                              | 14,352  | 01/23/2005 01/23/2008                                    | Common stock                                      |
| Employee stock option                      | \$ 21.605  | 11/08/2007                           |  | M                              | 9,491   | 01/23/2006 01/23/2008                                    | Common stock                                      |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2005 01/22/2009 <sup>(1)</sup>                     | Common stock                                      |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2006 01/22/2009 <sup>(1)</sup>                     | Common stock                                      |
| Employee stock option                      | \$ 46.915  |                                      |  |                                |   | 01/22/2007 01/22/2009 <sup>(1)</sup>                     | Common stock                                      |
| Employee stock option                      | \$ 40.0345   |                                      |  |                                |   | 02/02/2007 11/09/2007 <sup>(1)(3)</sup>                  | Common stock                                      |
| Employee stock                             | \$ 40.0345   |                                      |  |                                |   | 11/01/2007 <sup>(3)</sup> 11/09/2007 <sup>(1)(3)</sup>   | Common stock                                      |

|                       |           |            |  |   |        |                           |                              |  |              |
|-----------------------|-----------|------------|--|---|--------|---------------------------|------------------------------|--|--------------|
| option                |           |            |  |   |        |                           |                              |  |              |
| Employee stock option | \$ 67.397 |            |  |   |        | 02/09/2007                | 11/09/2007 <sup>(1)(3)</sup> |  | Common stock |
| Employee stock option | \$ 67.397 |            |  |   |        | 11/01/2007 <sup>(3)</sup> | 11/09/2007 <sup>(1)(3)</sup> |  | Common stock |
| Employee stock option | \$ 21.605 | 11/09/2007 |  | M | 23,843 | 01/23/2006                | 01/23/2008                   |  | Common stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SCARLETT JOSEPH H JR<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 | X             | X         |         |       |

## Signatures

Joseph H. Scarlett, Jr. by: /s/ David C. Lewis, as Attorney-in-fact

11/09/2007

\_\_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) As a result of Mr. Scarlett's retirement on November 9, 2007, and the absence of any exercise of this outstanding vested option, the option has effectively expired.
- (2) Number of shares is rounded to the nearest whole number.
- (3) On November 1, 2007, in recognition of his announced retirement effective on November 9, 2007, the Compensation Committee of the Board of Directors modified Mr. Scarlett's outstanding unvested stock options to be fully vested as of November 1, 2007 and to expire on the effective date of retirement.

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.