

MASSMANN CALVIN B
Form 4
February 07, 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 *
MASSMANN CALVIN B

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)
02/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common stock | 02/07/2006 | | M | | | 10,000 | A | \$ 19.64 | 36,778 | D | |
| Common stock | 02/07/2006 | | M | | | 5,000 | A | \$ 42.65 | 41,778 | D | |
| Common stock | 02/07/2006 | | M | | | 14,308 | D | \$ 62.2742 | 27,470 | D | |
| Common stock | 02/07/2006 | | M | | | 25,734 | A | \$ 3.3574 | 53,204 | D | |
| Common stock | | | | | | | | | 492 | I | IRA Account |

Common stock 15,744 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)

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 | 02/07/2006 | | M | 25,734 | 01/25/2006 01/25/2011 | Common stock 25,734 ⁽¹⁾ |
| Employee stock option | \$ 19.64 | 02/07/2006 | | M | 10,000 | 01/23/2006 01/23/2013 | Common stock 10,000 |
| Employee stock option | \$ 42.65 | 02/07/2006 | | M | 5,000 | 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 |
| Employee stock | \$ 36.395 | | | | | 02/02/2010 02/02/2015 | Common stock 3,750 |

option

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSMANN CALVIN B C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027 | | | Senior Vice President | |

Signatures

Calvin B. Massmann by: /s/ David C. Lewis, as
Attorney-in-fact 02/07/2006

__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.