

TRACTOR SUPPLY CO /DE/
Form 4
October 28, 2008

FORM 4

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

OMB APPROVAL

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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 *
MORRIS EDNA

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

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2008

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

(Street)
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)	Price			
			Code	V	Amount			
Common stock	10/28/2008		A		30	\$ 35.88	357	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 42.65					01/22/2005	01/22/2014	Common stock	1,167 ⁽¹⁾
Non-qualified stock option	\$ 42.65					01/22/2006	01/22/2014	Common stock	1,167 ⁽¹⁾
Non-qualified stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	1,167 ⁽¹⁾
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
Non-qualified stock option	\$ 64.445					05/04/2007	05/04/2016	Common stock	2,000
Deferred stock units ⁽²⁾	\$ 64.445					05/04/2007 ⁽³⁾	⁽³⁾	Common stock	310
Non-qualified stock option	\$ 51.285					05/02/2008	05/02/2018	Common stock	2,000
Deferred stock units ⁽²⁾	\$ 51.285					05/02/2008 ⁽³⁾	⁽³⁾	Common stock	390
Non-qualified stock option	\$ 36.4					05/01/2009	05/01/2018	Common stock	2,000
Deferred stock units	\$ 36.4					05/01/2009 ⁽³⁾	⁽³⁾	Common stock	549

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MORRIS EDNA
200 POWELL PLACE
BRENTWOOD, TN 37027

X

Signatures

Edna K. Morris by: /s/ David C. Lewis, as
Attorney-in-fact

10/28/2008

__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.
- (2) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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