

RUTA STANLEY L
Form 4
February 10, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTA STANLEY L

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)
02/09/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP - Store Ops

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	02/09/2006		M		25,000	A	\$ 3.3574	54,427 D
Common stock	02/09/2006		M		25,000	A	\$ 8.9075	79,427 D
Common stock	02/09/2006		S		50,000	D	\$ 60.6464	29,427 D
Common stock								3,028 I
								Stock Purchase Plan

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)

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 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	02/09/2006		M		7,608		01/25/2005	01/25/2011	Common stock	7,608 (100%)
Employee Stock Option	\$ 3.3574	02/09/2006		M		17,392		01/25/2006	01/25/2011	Common stock	17,392 (100%)
Employee Stock Option	\$ 8.9075	02/09/2006		M		16,399		01/24/2003	01/24/2012	Common stock	16,399 (100%)
Employee Stock Option	\$ 8.9075	02/09/2006		M		8,601		01/24/2004	01/24/2012	Common stock	8,601 (100%)
Employee Stock Option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	20,000 (100%)
Employee Stock Option	\$ 19.64							01/23/2004	01/23/2013	Common stock	10,000 (100%)
Employee Stock Option	\$ 19.64							01/23/2005	01/23/2013	Common stock	10,000 (100%)
Employee Stock Option	\$ 19.64							01/23/2006	01/23/2013	Common stock	10,000 (100%)
Employee Stock Option	\$ 42.65							01/22/2005	01/22/2014	Common stock	5,000 (100%)
Employee Stock	\$ 42.65							01/22/2006	01/22/2014	Common stock	5,000 (100%)

Option									
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 Option	\$ 36.395				02/02/2010	02/02/2015	Common stock	3,750	
Employee Stock Option	\$ 61.27	02/09/2006	A	6,666	02/09/2007	02/09/2016	Common stock	6,666	
Employee Stock Option	\$ 61.27	02/09/2006	A	6,667	02/09/2008	02/09/2016	Common stock	6,667	
Employee Stock Option	\$ 61.27	02/09/2006	A	6,667	02/09/2009	02/09/2016	Common stock	6,667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Store Ops	

Signatures

Stanley L. Ruta by /s/ David C. Lewis, as
Attorney-in-fact

 **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) Number of 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.

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