

RUTA STANLEY L
Form 4
February 10, 2006

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 *
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
 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)
 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 (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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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee Stock Option	\$ 3.3574	02/09/2006		M		7,608	01/25/2005	01/25/2011	Common stock	7,608
Employee Stock Option	\$ 3.3574	02/09/2006		M		17,392	01/25/2006	01/25/2011	Common stock	17,392
Employee Stock Option	\$ 8.9075	02/09/2006		M		16,399	01/24/2003	01/24/2012	Common stock	16,399
Employee Stock Option	\$ 8.9075	02/09/2006		M		8,601	01/24/2004	01/24/2012	Common stock	8,601
Employee Stock Option	\$ 8.9075						01/24/2005	01/24/2012	Common stock	20,000
Employee Stock Option	\$ 19.64						01/23/2004	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64						01/23/2005	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 19.64						01/23/2006	01/23/2013	Common stock	10,000
Employee Stock Option	\$ 42.65						01/22/2005	01/22/2014	Common stock	5,000
Employee Stock	\$ 42.65						01/22/2006	01/22/2014	Common stock	5,000

Option									
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	5,0
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	3,7
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	3,7
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	3,7
Employee Stock Option	\$ 36.395					02/02/2010	02/02/2015	Common stock	3,7
Employee Stock Option	\$ 61.27	02/09/2006		A	6,666	02/09/2007	02/09/2016	Common stock	6,6
Employee Stock Option	\$ 61.27	02/09/2006		A	6,667	02/09/2008	02/09/2016	Common stock	6,6
Employee Stock Option	\$ 61.27	02/09/2006		A	6,667	02/09/2009	02/09/2016	Common stock	6,6

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	02/10/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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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