

SCARLETT JOSEPH H JR
 Form 4
 November 23, 2005

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 *
 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)
 200 POWELL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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	(A) or (D)	Price
Common Stock	11/22/2005		S		37,050	D	\$ 52.1334
Common Stock	11/23/2005		S		37,333	D	\$ 52.1116
Common Stock					46,269	I	Scarlett Family Foundation
Common stock					104,616	I	401(k) 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 Securities (Instr. 3 and 4)	8. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 9.7975					01/24/2003	01/24/2007	Common stock	66,666 <u>(1)</u>
Employee stock option	\$ 9.7975					01/24/2004	01/24/2007	Common stock	66,667 <u>(1)</u>
Employee stock option	\$ 9.7975					01/24/2005	01/24/2007	Common stock	66,667 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2004	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2005	01/23/2008	Common stock	33,333 <u>(1)</u>
Employee stock option	\$ 21.605					01/23/2006	01/23/2008	Common stock	33,334 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2005	01/22/2009	Common stock	16,666 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2006	01/22/2009	Common stock	16,667 <u>(1)</u>
Employee stock option	\$ 46.915					01/22/2007	01/22/2009	Common stock	16,667

Option Type	Exercise Price	Grant Date	Expiration Date	Underlying Security	Quantity
stock option				stock ⁽¹⁾	
Employee stock option	\$ 40.0345	02/02/2007	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2008	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2009	02/02/2010	Common stock	12,500
Employee stock option	\$ 40.0345	02/02/2010	02/02/2010	Common stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARLETT JOSEPH H JR 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman of the Board	

Signatures

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

11/23/2005

**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 is 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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