

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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**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.

**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)**

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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
Non-qualified stock option	\$ 42.65					01/22/2005 01/22/2014	Common stock	1,167 <sup>(1)</sup>
Non-qualified stock option	\$ 42.65					01/22/2006 01/22/2014	Common stock	1,167 <sup>(1)</sup>
Non-qualified stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock	1,167 <sup>(1)</sup>
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 <sup>(2)</sup>	\$ 64.445					05/04/2007 <sup>(3)</sup> <sup>(3)</sup>	Common stock	310
Non-qualified stock option	\$ 51.285					05/02/2008 05/02/2018	Common stock	2,000
Deferred stock units <sup>(2)</sup>	\$ 51.285					05/02/2008 <sup>(3)</sup> <sup>(3)</sup>	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 <sup>(3)</sup> <sup>(3)</sup>	Common stock	549

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

