

TRACTOR SUPPLY CO /DE/  
Form 8-K  
November 17, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 10, 2006

Tractor Supply Company

(Exact name of registrant as specified in its charter)

Delaware

000-23314

13-3139732

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

200 Powell Place, Brentwood, Tennessee

37027

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(615) 366-4600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 1, 2006, the Compensation Committee of the Board of Directors approved change in control agreements for certain officers of the Company. On November 10, 2006, these agreements were executed by the Company and related officers.

The Agreements are included herein as Exhibits 10.1 and 10.2 to this filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibits

10.1 Change in Control Agreement - Blake Fohl

10.2 Change in Control Agreement - Kimberly Vella

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tractor Supply Company

*November 17, 2006*

By: */s/ Anthony F. Crudele*

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*Name: Anthony F. Crudele  
Title: Senior Vice President - Chief Financial Officer and  
Treasurer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Change in Control Agreement - Blake Fohl
10.2	Change in Control Agreement - Kimberly Vella