

RUTA STANLEY L
Form 4
February 11, 2011

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)
02/09/2011

____ Director
 Officer (give title below) _____ Other (specify below)
EVP-Chief Operating Officer

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	02/09/2011		M		26,691	A	\$ 30.635
Common stock	02/09/2011		S		26,691	D	\$ 52.9988
Common stock	02/10/2011		M		13,309	A	\$ 30.635
Common stock	02/10/2011		S		13,309	D	\$ 53.0091
Common stock	02/10/2011		M		38,000	A	\$ 23.0825

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Common stock	02/10/2011	S	38,000	D	\$ 53.0091	60,464	D	
Common stock	02/10/2011	M	5,851	A	\$ 19.225	66,315	D	
Common stock	02/10/2011	S	5,851	D	\$ 53.0091	60,464	D	
Common stock						10,991 ⁽¹⁾	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 30.635	02/09/2011		M	13,332	02/09/2007 02/09/2016	Common stock 13,332
Employee stock option	\$ 30.635	02/09/2011		M	13,334	02/09/2008 02/09/2016	Common stock 13,334
Employee stock option	\$ 30.635	02/09/2011		M	25	02/09/2009 02/09/2016	Common stock 25
Employee stock option	\$ 30.635	02/10/2011		M	13,309	02/09/2009 02/09/2016	Common stock 13,309
Employee stock option	\$ 23.0825	02/10/2011		M	12,666	02/07/2008 02/07/2017	Common stock 12,666
	\$ 23.0825	02/10/2011		M	12,666	02/07/2009 02/07/2017	12,666

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Employee stock option							Common stock	
Employee stock option	\$ 23.0825	02/10/2011	M	12,668	02/07/2010	02/07/2017	Common stock	12,668
Employee stock option	\$ 19.225	02/10/2011	M	5,851	02/06/2009	02/06/2018	Common stock	5,851
Employee stock option	\$ 19.225 <u>(1)</u>				02/06/2010	02/06/2018	Common stock	17,018 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>				02/06/2011	02/06/2018	Common stock	17,018 <u>(1) (3)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>				02/04/2010	02/04/2019	Common stock	19,640 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>				02/04/2011	02/04/2019	Common stock	19,640 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>				02/04/2012	02/04/2019	Common stock	19,640 <u>(1)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>				02/04/2012	<u>(2)</u>	Common stock	25,946 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>				02/03/2011	02/03/2020	Common stock	14,808 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>				02/03/2012	02/03/2020	Common stock	14,808 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>				02/03/2013	02/03/2020	Common stock	14,806 <u>(1)</u>
Restricted stock units	\$ 26.2075 <u>(1)</u>				02/03/2013	<u>(2)</u>	Common stock	12,406 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP-Chief Operating Officer	

RUTA STANLEY L
200 POWELL PLACE
BRENTWOOD, TN 37027

Signatures

Stanley L. Ruta by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/11/2011

__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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
 - (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
 - (3) Fractional 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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