

Crudele Anthony F
 Form 4
 February 07, 2012

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 *
 Crudele Anthony F

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)
 02/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Chief Financial 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	Price			
Common stock	02/04/2012		M ⁽³⁾		25,946	\$ 81.05	58,000	D	
Common stock	02/04/2012		F ⁽⁴⁾		9,221	\$ 81.05	48,779	D	
Common stock	02/07/2012		M ⁽²⁾		4,286	\$ 23.0825	53,065	D	
Common stock	02/07/2012		S ⁽²⁾		4,286	\$ 82.5	48,779	D	
Common stock							6,143	I	Stock Purchase Plan

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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 Share
Employee stock option	\$ 24.1025					09/26/2007 09/26/2015	Common stock 148
Employee stock option	\$ 24.1025					09/26/2008 09/26/2015	Common stock 4,148
Employee stock option	\$ 24.1025					09/26/2009 09/26/2015	Common stock 4,148
Employee stock option	\$ 24.1025					09/26/2010 09/26/2015	Common stock 4,556
Employee stock option	\$ 23.0825	02/07/2012		M ⁽²⁾	4,286 ⁽²⁾	02/07/2009 02/07/2017	Common stock 6,618
Employee stock option	\$ 23.0825					02/07/2010 02/07/2017	Common stock 12,668
Employee stock option	\$ 19.225					02/06/2011 02/06/2018	Common stock 11,817
Employee stock option	\$ 17.1175					02/04/2011 02/04/2019	Common stock 19,640
Employee stock option	\$ 17.1175					02/04/2012 02/04/2019	Common stock 19,640

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Restricted stock units	\$ 81.05	02/04/2012	M ⁽³⁾	25,946 ⁽³⁾	02/04/2012	⁽¹⁾	Common stock	25,946
Employee stock option	\$ 26.2075				02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075				02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075				02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 ⁽¹⁾				02/03/2013	⁽¹⁾	Common stock	12,406 ⁽¹⁾
Employee stock option	\$ 51.695				02/02/2012	02/02/2021	Common stock	9,322
Employee stock option	\$ 51.695				02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695				02/02/2014	02/02/2021	Common stock	9,323

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 02/07/2012

**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) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.
- (2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele on 10/31/2011.
- (3) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and the conversion to shares of common stock as reflected on Table I.

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- (4) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.