

Stanton Alexander L  
 Form 4  
 February 08, 2013

**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 \*  
 Stanton Alexander 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)  
 02/07/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP Supply Chain

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 (D) Price  |   |  |   |
| Common Stock                    |                                      |  |                                |   | 15,838  | D  |   |
| Common Stock                    | 02/07/2013                           |  | A(1)                           | 1,456 A(1) \$ 0   | 9,554 (1)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 95  | I  | Stock Purchase Plan                                   |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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                      | \$ 33.2075   |                                      |  |                                |   | 03/30/2009   | 03/30/2016  | Employee Stock Option | 3,011                      |
| Employee Stock Option                      | \$ 33.2075   |                                      |  |                                |   | 03/30/2008   | 03/30/2016  | Employee Stock Option | 2,311                      |
| Employee Stock Option                      | \$ 33.2075   |                                      |  |                                |   | 03/30/2009   | 03/30/2016  | Employee Stock Option | 3,656                      |
| Employee Stock Option                      | \$ 23.0825   |                                      |  |                                |   | 02/07/2008   | 02/07/2017  | Employee Stock Option | 6,333                      |
| Employee Stock Option                      | \$ 23.0825   |                                      |  |                                |   | 02/07/2009   | 02/07/2017  | Employee Stock Option | 6,333                      |
| Employee Stock Option                      | \$ 23.0825   |                                      |  |                                |   | 02/07/2010   | 02/07/2017  | Employee Stock Option | 2,002                      |
| Employee Stock Option                      | \$ 17.1175   |                                      |  |                                |   | 02/04/2012   | 02/04/2019  | Employee Stock Option | 5,841                      |
| Employee Stock Option                      | \$ 26.2075   |                                      |  |                                |   | 02/03/2011   | 02/03/2020  | Employee Stock Option | 5,758                      |
| Employee Stock Option                      | \$ 26.2075   |                                      |  |                                |   | 02/03/2012   | 02/03/2020  | Employee Stock Option | 5,759                      |
|  | \$ 26.2075   |                                      |  |                                |   | 02/03/2013   | 02/03/2020  |                       | 5,759                      |

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|                       |           |            |   |       |            |            |                       |       |
|-----------------------|-----------|------------|---|-------|------------|------------|-----------------------|-------|
| Employee Stock Option |           |            |   |       |            |            | Employee Stock Option |       |
| Employee Stock Option | \$ 51.695 |            |   |       | 02/02/2012 | 02/02/2021 | Employee Stock Option | 3,626 |
| Employee Stock Option | \$ 51.695 |            |   |       | 02/02/2013 | 02/02/2021 | Employee Stock Option | 3,625 |
| Employee Stock Option | \$ 51.695 |            |   |       | 02/02/2014 | 02/02/2021 | Employee Stock Option | 3,625 |
| Employee Stock Option | \$ 85.08  |            |   |       | 02/08/2013 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | \$ 85.08  |            |   |       | 02/08/2014 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | \$ 85.08  |            |   |       | 02/08/2015 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | \$ 102.99 | 02/07/2013 | A | 3,989 | 02/07/2014 | 02/07/2023 | Employee Stock Option | 3,989 |
| Employee Stock Option | \$ 102.99 | 02/07/2013 | A | 3,989 | 02/07/2015 | 02/07/2023 | Employee Stock Option | 3,989 |
| Employee Stock Option | \$ 102.99 | 02/07/2013 | A | 3,988 | 02/07/2016 | 02/07/2023 | Employee Stock Option | 3,988 |

**Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Stanton Alexander L<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               |           | Senior VP Supply Chain |       |

**Signatures**

Alexander L. Stanton by: /s/ Kurt D. Barton, as Attorney-in-fact 02/08/2013

\*\*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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

(1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

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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