

JAMISON CYNTHIA T  
 Form 4  
 March 17, 2010

**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 \*  
 JAMISON CYNTHIA T

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/16/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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)
Common stock	03/16/2010		S <sup>(1)</sup>	1,664 D	\$ 60,492	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 options	\$ 42.65					01/22/2005 01/22/2015	Common stock	666 (3)
Non-qualified stock options	\$ 42.65					01/22/2006 01/22/2015	Common stock	667 (3)
Non-qualified stock options	\$ 42.65					01/22/2007 01/22/2015	Common stock	667 (3)
Non-qualified stock options	\$ 36.395					02/02/2007 02/02/2015	Common stock	500 (3)
Non-qualified stock options	\$ 36.395					02/02/2008 02/02/2015	Common stock	500 (3)
Non-qualified stock options	\$ 36.395					02/02/2009 02/02/2015	Common stock	500 (3)
Non-qualified stock options	\$ 36.395					02/02/2010 02/02/2015	Common stock	500 (3)
Non-qualified stock options	\$ 64.445					05/04/2007 05/04/2016	Common stock	2,000 (3)
Deferred stock units <sup>(3)</sup>	\$ 64.445					05/04/2007 <sup>(4)</sup> <sup>(4)</sup>	Common stock	310 (3)
Non-qualified stock options	\$ 51.285					05/02/2008 05/02/2018	Common stock	2,000 (3)
Deferred stock units <sup>(3)</sup>	\$ 51.285					05/02/2008 <sup>(4)</sup> <sup>(4)</sup>	Common stock	390 (3)
Non-qualified stock options	\$ 36.4					05/01/2009 05/01/2018	Common stock	2,000 (3)
Deferred stock units <sup>(3)</sup>	\$ 36.4					05/01/2009 <sup>(4)</sup> <sup>(4)</sup>	Common stock	549 (3)
Deferred stock units <sup>(3)</sup>	\$ 38.795					05/07/2010 <sup>(5)</sup> <sup>(5)</sup>	Common stock	1,288 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON CYNTHIA T 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

Cynthia T. Jamison by: /s/ Kurt D. Barton,  
Attorney-in-fact 03/17/2010

\_\_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) This transaction is pursuant to a 10b5-1 plan entered into on August 17, 2009.
  - (2) Fractional shares are rounded to the nearest whole number.
  - (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
  - (4) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.
  - (5) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date of grant.

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.