

TRACTOR SUPPLY CO /DE/
Form 4
October 24, 2013

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 *
WRIGHT JAMES 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)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	10/22/2013		M ⁽¹⁾		300 A (1) \$ 8.5588	680,498	D
Common stock	10/22/2013		S ⁽¹⁾		300 D (1) \$ 70	680,198	D
Common stock	10/24/2013		M ⁽¹⁾		139,700 A (1) \$ 8.5588	819,898	D
Common stock	10/24/2013		S ⁽¹⁾		139,700 D (1) \$ 70	680,198	D
Common stock	10/24/2013		M ⁽¹⁾		145,862 A (1) \$ 8.5588	826,060	D

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Common stock	10/24/2013	S ⁽¹⁾	145,862	D ⁽¹⁾	\$ 72.5	680,198 ⁽²⁾	D	
Common stock						5,302 ⁽²⁾	I	2010 Grandchildren's Trust
Common stock						31,288 ⁽²⁾	I	Trust
Common stock						18,956 ⁽²⁾	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 Number of Shares
Restricted stock units	\$ 9.6125 ⁽²⁾					02/06/2011	⁽³⁾	Common stock	81,4 ⁽²⁾
Employee stock option	\$ 8.5588 ⁽²⁾	10/22/2013		M ⁽¹⁾	131,696	02/04/2011	02/04/2019	Common stock	131,6 ⁽²⁾
Employee stock option	\$ 8.5588 ⁽²⁾	10/24/2013		M ⁽¹⁾	154,166	02/04/2012	02/04/2019	Common stock	154,1 ⁽²⁾
Employee stock option	\$ 13.1038 ⁽²⁾					02/03/2011	02/03/2020	Common stock	111,8 ⁽²⁾
Employee stock option	\$ 13.1038 ⁽²⁾					02/03/2012	02/03/2020	Common stock	111,8 ⁽²⁾
Employee stock option	\$ 13.1038 ⁽²⁾					02/03/2013	02/03/2020	Common stock	111,8 ⁽²⁾

Employee stock option	\$ 25.8475 <u>(2)</u>	02/02/2012	02/02/2021	Common stock	70,4 <u>(2)</u>
Employee stock option	\$ 25.8475 <u>(2)</u>	02/02/2013	02/02/2021	Common stock	70,4 <u>(2)</u>
Employee stock option	\$ 25.8475 <u>(2)</u>	02/02/2014	02/02/2021	Common stock	70,4 <u>(2)</u>
Employee stock option	\$ 42.54 <u>(2)</u>	02/08/2013	02/08/2022	Common stock	61,5 <u>(2)</u>
Employee stock option	\$ 42.54 <u>(2)</u>	02/08/2014	02/08/2022	Common stock	61,5 <u>(2)</u>
Employee stock option	\$ 42.54 <u>(2)</u>	02/08/2015	02/08/2022	Common stock	61,5 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027		X		

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 10/24/2013

__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).
- (1) This transaction represents exercise of options (adjusted for the 2-for-1 stock split that occurred on 9/26/2013) pursuant to a 10b5-1 plan established by Mr. Wright on 5/7/2013.
 - (2) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.
 - (3) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.

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.