

TRACTOR SUPPLY CO /DE/
Form 4
December 24, 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 *
VELLA KIMBERLY D

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)
12/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief People 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)
Common stock	12/20/2013		M ⁽¹⁾	A (1)	\$ 25.8475 42,928	D	
Common stock	12/20/2013		S ⁽¹⁾	D (1)	\$ 75.1412 22,210	D	
Common stock	12/20/2013		M ⁽¹⁾	A (1)	\$ 42.54 31,266	D	
Common stock	12/20/2013		S ⁽¹⁾	D (1)	\$ 75.0436 22,210 ⁽²⁾	D	
Common stock					9,300 ⁽²⁾	I	Gallie Family Partners,

Common stock					2,750 ⁽²⁾	I	LP 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 Shares
Employee stock option	\$ 25.8475 ⁽²⁾	12/20/2013		M ⁽¹⁾	10,360	02/02/2012	02/02/2021	Common stock	10,360 ⁽²⁾
Employee stock option	\$ 25.8475 ⁽²⁾	12/20/2013		M ⁽¹⁾	10,358	02/02/2013	02/02/2021	Common stock	10,358 ⁽²⁾
Employee stock option	\$ 25.8475 ⁽²⁾					02/02/2014	02/02/2021	Common stock	10,358 ⁽²⁾
Employee stock option	\$ 42.54 ⁽²⁾	12/20/2013		M ⁽¹⁾	9,056	02/08/2013	02/08/2022	Common stock	9,056 ⁽²⁾
Employee stock option	\$ 42.54 ⁽²⁾					02/08/2014	02/08/2022	Common stock	9,054 ⁽²⁾
Employee stock option	\$ 42.54 ⁽²⁾					02/08/2015	02/08/2022	Common stock	9,054 ⁽²⁾
Employee stock option	\$ 51.495 ⁽²⁾					02/07/2014	02/07/2023	Common stock	7,978 ⁽²⁾

Employee stock option	\$ 51.495 <u>(2)</u>	02/07/2015	02/07/2023	Common stock	7,978 <u>(2)</u>
Employee stock option	\$ 51.495 <u>(2)</u>	02/07/2016	02/07/2023	Common stock	7,976 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact 12/24/2013

__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 Ms. Vella on 11/15/2013.
- (2) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.

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.