

TRACTOR SUPPLY CO /DE/  
Form 4  
February 17, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORRIS EDNA**

(Last) (First) (Middle)

**C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA WAY**

(Street)

**BRENTWOOD, TN 37027**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TRACTOR SUPPLY CO /DE/  
[TSCO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/16/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	02/16/2017		M	V Amount (A) or (D) Price 1,413 A \$ 12.821	54,783	D	
Common stock	02/16/2017		S	1,413 D \$ 72.88	53,370	D	
Common stock	02/16/2017		M	6,587 A \$ 12.821	59,957	D	
Common stock					1,204	I	Revocable Trust

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 displays a currently valid OMB control number.

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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 (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
Non-qualified stock option	\$ 12.821	02/16/2017		M		1,413		<u>(1)</u>	05/02/2017	Common stock	1,413
Non-qualified stock option	\$ 12.821	02/16/2017		M		6,587		<u>(1)</u>	05/02/2017	Common stock	6,587

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORRIS EDNA C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027	X

## Signatures

Edna K. Morris by: /s/ Kurt D. Barton, as  
Attorney-in-fact

02/17/2017

\_\_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) Granted pursuant to the 2006 Stock Incentive Plan. The shares subject to this option vested and became exercisable on May 2, 2008.

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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