

Mills Robert D  
Form 4  
February 08, 2019

**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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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mills Robert D

(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)  
02/06/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP Chief Technology Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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	(A) or (D)	Price		
Common stock	02/06/2019		A <sup>(1)</sup>		4,441	A <sup>(1)</sup>	\$ 0	15,509	D
Common stock	02/07/2019		A <sup>(2)</sup>		5,383	A <sup>(2)</sup>	\$ 0	20,892	D
Common stock	02/07/2019		F <sup>(3)</sup>		218	D <sup>(3)</sup>	\$ 89.835	20,674	D
Common stock								284	I
									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	\$ 89.59	02/06/2019		A		15,764		<u>(4)</u>	02/06/2029	Common stock	15,764

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mills Robert D C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027	EVP Chief Technology Officer

## Signatures

Robert D. Mills by: /s/ Kristopher S. Bybee, as Attorney-in-fact

02/08/2019

\_\_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 2018 Omnibus Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021 and 33 1/3% on February 6, 2022.

Represents a vesting of performance-based share units (PSUs) for the period ended December 29, 2018, as certified by the Compensation Committee on February 6, 2019. Each PSU entitles the reporting person to receive one share of common stock. A total of 2,687 PSUs vest as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020, and 33 1/3% on February 7, 2021. A total of 2,696 PSUs vest as follows: 33 1/3% on August 8, 2019, 33 1/3% on August 8, 2020, and 33 1/3% on August 8, 2021.

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- (3) This transaction represents the number of shares withheld to satisfy tax withholding liabilities upon the vesting of performance-based share units.
- (4) Granted pursuant to the 2018 Omnibus Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021, and 33 1/3% on February 6, 2022.

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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