

SANDFORT GREGORY A
Form 4
February 04, 2011

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 *
SANDFORT GREGORY A

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)
02/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres-Chief Merchandising Officer

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common stock | 02/02/2011 | | A ⁽⁴⁾ | 7,282 A \$ 0 | 21,524 | D | |
| Common stock | | | | | 3,602 ⁽¹⁾ | I | Stock Purchase Plan |

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

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SEC 1474 (9-02)

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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 | \$ 20.2425 <u>(1)</u> | | | | | 11/05/2008 11/05/2017 | Common stock 11,332 <u>(1) (3)</u> |
| Employee stock option | \$ 20.2425 <u>(1)</u> | | | | | 11/05/2009 11/05/2017 | Common stock 11,334 <u>(1) (3)</u> |
| Employee stock option | \$ 20.2425 <u>(1)</u> | | | | | 11/05/2010 11/05/2017 | Common stock 11,334 <u>(1) (3)</u> |
| Restricted stock units | \$ 20.2425 <u>(1)</u> | | | | | 11/05/2010 <u>(2)</u> | Common stock 11,000 <u>(1)</u> |
| Employee stock option | \$ 19.225 <u>(1)</u> | | | | | 02/06/2009 02/06/2018 | Common stock 17,016 <u>(1) (3)</u> |
| Employee stock option | \$ 19.225 <u>(1)</u> | | | | | 02/06/2010 02/06/2018 | Common stock 17,018 <u>(1) (3)</u> |
| Employee stock option | \$ 19.225 | | | | | 02/06/2011 02/06/2018 | Common stock 17,018 <u>(1) (3)</u> |
| Restricted stock units | \$ 19.225 <u>(1)</u> | | | | | 02/06/2011 <u>(2)</u> | Common stock 12,944 <u>(1) (3)</u> |
| Employee stock option | \$ 17.1775 <u>(1)</u> | | | | | 02/04/2010 02/04/2019 | Common stock 19,640 <u>(1)</u> |
| Employee stock option | \$ 17.1775 <u>(1)</u> | | | | | 02/04/2011 02/04/2019 | Common stock 19,640 <u>(1)</u> |
| Employee stock option | \$ 17.1775 <u>(1)</u> | | | | | 02/04/2012 02/04/2019 | Common stock 19,640 <u>(1)</u> |
| | | | | | | 02/04/2012 <u>(2)</u> | |

| | | | | | | | | | |
|------------------------|-------------------|------------|--|---|------------|------------|------------|--------------|---------------|
| Restricted stock units | \$ 17.1775 (1) | | | | | | | Common stock | 25,946 (1) |
| Employee stock option | \$ 26.2075 (1) | | | | 02/03/2011 | 02/03/2020 | | Common stock | 20,566 (1) |
| Employee stock option | \$ 26.2075 (1) | | | | 02/03/2012 | 02/03/2020 | | Common stock | 20,566 (1) |
| Employee stock option | \$ 26.2075 (1) | | | | 02/03/2013 | 02/03/2020 | | Common stock | 20,566 (1) |
| Restricted stock units | \$ 26.2075 (1) | | | | 02/03/2013 | (2) | | Common stock | 17,230 (1) |
| Employee stock option | \$ 51.695 | 02/02/2011 | | A | 12,948 | 02/02/2012 | 02/02/2021 | Common stock | 12,948 |
| Employee stock option | \$ 51.695 | 02/02/2011 | | A | 12,948 | 02/02/2013 | 02/02/2021 | Common stock | 12,948 |
| Employee stock option | \$ 51.695 | 02/02/2011 | | A | 12,948 | 02/02/2014 | 02/02/2021 | Common stock | 12,948 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027 | | | Pres-Chief Merchandising Officer | |

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/04/2011

__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) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of the grant. Vested shares will be delivered to the reporting person on that anniversary date.
- (3) Fractional shares are rounded to the nearest whole number.
- (4)

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Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock per unit. The RSUs vest at the end of the first anniversary date of the 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.