

RUTA STANLEY L
Form 4
February 15, 2011

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTA STANLEY L

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)
02/11/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-Chief Operating Officer

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/11/2011		M	40,000 A	\$ 19.225 100,464	D	
Common stock	02/11/2011		S	40,000 D	\$ 53.2226 60,464	D	
Common stock					10,991 ⁽¹⁾	I	Stock Purchase Plan

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Date	Title Amount or Number of Shares
Employee stock option	\$ 19.225	02/11/2011		M	11,165	02/06/2009 02/06/2018	Common stock 11,165
Employee stock option	\$ 19.225	02/11/2011		M	17,018	02/06/2010 02/06/2018	Common stock 17,018
Employee stock option	\$ 19.225	02/11/2011		M	11,817	02/06/2011 02/06/2018	Common stock 11,817
Employee stock option	\$ 17.1775 (1)					02/04/2010 02/04/2019	Common stock 19,640 (1)
Employee stock option	\$ 17.1775 (1)					02/04/2011 02/04/2019	Common stock 19,640 (1)
Employee stock option	\$ 17.1775 (1)					02/04/2012 02/04/2019	Common stock 19,640 (1)
Restricted stock units	\$ 17.1775 (1)					02/04/2012 (2)	Common stock 25,946 (1)
Employee stock option	\$ 26.2075 (1)					02/03/2011 02/03/2020	Common stock 14,808 (1)
Employee stock option	\$ 26.2075 (1)					02/03/2012 02/03/2020	Common stock 14,808 (1)
Employee stock option	\$ 26.2075 (1)					02/03/2013 02/03/2020	Common stock 14,806 (1)

Restricted \$ 26,2075
stock units (1)

02/03/2013 (2)

Common 12,406
stock (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027	EVP-Chief Operating Officer

Signatures

Stanley L. Ruta by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/15/2011

 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 shares 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 grant and will be distributed to the reporting person at that time.

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.