

SANDFORT GREGORY A
Form 4
October 26, 2011

FORM 4

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

OMB APPROVAL

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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)
10/25/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Pres-Chief Merchandising 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)
			Code	V Amount (D) Price			
Common stock	10/25/2011		M	14,820 A \$ 20.2425	53,865	D	
Common stock	10/25/2011		M	5,201 A \$ 19.225	59,066	D	
Common stock					3,923	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	Title	Amount or Number of Shares
Employee stock option	\$ 20.2425	10/25/2011		M	4,940	11/05/2008	11/05/2017	Common stock	4,940
Employee stock option	\$ 20.2425	10/25/2011		M	4,940	11/05/2009	11/05/2017	Common stock	4,940
Employee stock option	\$ 20.2425	10/25/2011		M	4,940	11/05/2010	11/05/2017	Common stock	4,940
Employee stock option	\$ 19.225	10/25/2011		M	5,201	02/06/2011	02/06/2018	Common stock	5,201
Employee stock option	\$ 17.1775					02/04/2010	02/04/2019	Common stock	19,640
Employee stock option	\$ 17.1775					02/04/2011	02/04/2019	Common stock	19,640
Employee stock option	\$ 17.1775					02/04/2012	02/04/2019	Common stock	19,640
Restricted stock units	\$ 17.1775 <u>(1)</u>					02/04/2012	<u>(1)</u>	Common stock	25,946 <u>(1)</u>
Employee stock option	\$ 26.2075					02/03/2011	02/03/2020	Common stock	20,566
Employee stock option	\$ 26.2075					02/03/2012	02/03/2020	Common stock	20,566

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Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	20,566
Restricted stock units	\$ 26.2075 <u>(1)</u>	02/03/2013	<u>(1)</u>	Common stock	17,230 <u>(1)</u>
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	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 Offc	

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact
Date: 10/26/2011

____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) 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.

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.