

TRACTOR SUPPLY CO /DE/  
Form 4  
September 09, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WRIGHT JAMES F

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)  
09/05/2013

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

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 or Price		
Common Stock	09/05/2013		M <sup>(1)</sup>		30 A (1) \$ 17.1175	D	
Common Stock	09/05/2013		S		30 D \$ 125	D	
Common Stock	09/06/2013		M <sup>(1)</sup>		1,343 A (1) \$ 17.1175	D	
Common Stock	09/06/2013		S		1,343 D \$ 125	D	
Common Stock	09/09/2013		M <sup>(1)</sup>		48,627 A (1) \$ 17.1175	D	

Edgar Filing: TRACTOR SUPPLY CO /DE/ - Form 4

Common Stock	09/09/2013	S	48,627	D	\$ 125	340,099	D	
Common stock						2,651	I	2010 Grandchildren's Trust
Common stock						15,644	I	Trust
Common stock						9,478	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 displays a currently valid OMB control number.**

SEC 1474  
(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
Restricted stock units	\$ 19.225					02/06/2011 (2)	Common stock 40,736 (2)
Employee stock option	\$ 17.1175	09/05/2013		M	50,000	02/04/2010 02/04/2019	Common stock 82,924
Employee stock option	\$ 17.1175					02/04/2011 02/04/2019	Common stock 82,924
Employee stock option	\$ 17.1175					02/04/2012 02/04/2019	Common stock 77,083
Employee stock option	\$ 26.2075					02/03/2011 02/03/2020	Common stock 55,940
Employee stock	\$ 26.2075					02/03/2012 02/03/2020	Common stock 55,940

option

Employee  
stock option  
\$ 26.2075

02/03/2013 02/03/2020

Common  
stock 55,938

Employee  
stock option  
\$ 51.695

02/02/2012 02/02/2021

Common  
stock 35,218

Employee  
stock option  
\$ 51.695

02/02/2013 02/02/2021

Common  
stock 35,219

Employee  
stock option  
\$ 51.695

02/02/2014 02/02/2021

Common  
stock 35,218

Employee  
stock option  
\$ 85.08

02/08/2013 02/08/2022

Common  
stock 30,785

Employee  
stock option  
\$ 85.08

02/08/2014 02/08/2022

Common  
stock 30,785

Employee  
stock option  
\$ 85.08

02/08/2015 02/08/2022

Common  
stock 30,785

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as  
Attorney-in-fact

09/09/2013

\_\_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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Wright on 5/7/2013.

(2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.

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.