

TRACTOR SUPPLY CO /DE/
Form 4
November 01, 2013

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 *
Downing Lee J

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)
10/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP Store Operations

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	(A) or (D)	Price
Common stock	10/31/2013		M		5,758	A	\$ 19.7575
Common stock	10/31/2013		S		5,758	D	\$ 71.0147
Common stock	10/31/2013		M		6,338	A	\$ 42.54
Common stock	10/31/2013		S		6,338	D	\$ 70.7955
Common stock							1,805 ⁽¹⁾
						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	\$ 19.7575 <u>(1)</u>	10/31/2013		M	5,758 <u>(1)</u>	10/27/2013 10/27/2020	Common stock 5,758 <u>(1)</u>
Employee stock option	\$ 25.8475 <u>(1)</u>					02/02/2014 02/02/2021	Common stock 7,250 <u>(1)</u>
Employee stock option	\$ 42.54 <u>(1)</u>	10/31/2013		M	6,338 <u>(1)</u>	02/08/2013 02/08/2022	Common stock 6,338 <u>(1)</u>
Employee stock option	\$ 42.54 <u>(1)</u>					02/08/2014 02/08/2022	Common stock 6,338 <u>(1)</u>
Employee stock option	\$ 42.54 <u>(1)</u>					02/08/2015 02/08/2022	Common stock 6,338 <u>(1)</u>
Employee stock option	\$ 51.495 <u>(1)</u>					02/07/2014 02/07/2023	Common stock 7,978 <u>(1)</u>
Employee stock option	\$ 51.495 <u>(1)</u>					02/07/2015 02/07/2023	Common stock 7,978 <u>(1)</u>
Employee stock option	\$ 51.495 <u>(1)</u>					02/07/2016 02/07/2023	Common stock 7,976 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downing Lee J 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Store Operations	

Signatures

Lee J. Downing by: /s/ Kurt D. Barton, as
Attorney-in-fact

11/01/2013

__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) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.

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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