

JAMISON CYNTHIA T  
Form 4  
November 09, 2010

**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 \*  
JAMISON CYNTHIA T

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2010

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

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	11/05/2010		M			4,000	A	\$ 21.325	18,334	D	
Common stock	11/05/2010		S			4,000	D	\$ 41.8236	14,334	D	
Common stock	11/05/2010		M			4,000	A	\$ 18.1975	18,334	D	
Common stock	11/05/2010		S			4,000	D	\$ 41.8236	14,334	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,332	01/22/2005 01/22/2015	Common stock	1,332	
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2006 01/22/2015	Common stock	1,334	
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2007 01/22/2015	Common stock	1,334	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2007 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2008 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2009 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2010 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 32.2225 <sup>(1)</sup>					05/04/2007 05/04/2016	Common stock	4,000 <sup>(1)</sup>	
Deferred stock units	\$ 32.2225 <sup>(1)</sup>					05/04/2007 <sup>(2)</sup>	Common stock	620	
Non-qualified stock option	\$ 25.6425 <sup>(1)</sup>					05/02/2008 05/02/2018	Common stock	4,000 <sup>(1)</sup>	
Deferred stock units	\$ 25.6425 <sup>(1)</sup>					05/02/2008 <sup>(2)</sup>	Common stock	780	
Non-qualified stock option	\$ 18.2 <sup>(1)</sup>					05/01/2009 05/01/2018	Common stock	4,000 <sup>(1)</sup>	

Deferred stock units \$ 18.2 <sup>(1)</sup>

05/01/2009

<sup>(2)</sup>

Common stock 1,09 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON CYNTHIA T C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

Cynthia T. Jamison by: /s/ Kurt D. Barton, as Attorney-in-fact

11/09/2010

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) Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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.