

SANDFORT GREGORY A
Form 4
November 16, 2011

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 *
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)
11/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 (A) or (D) Price | | | |
| Common stock | 11/14/2011 | | M(2) | 39,280 A (2) \$ 17.1175 | 98,346 | D | |
| Common stock | 11/14/2011 | | M(2) | 20,566 A (2) \$ 26.2075 | 118,912 | D | |
| Common stock | 11/14/2011 | | S(2) | 53,455 D (2) \$ 74.7416 | 65,457 | D | |
| Common stock | 11/14/2011 | | S(2) | 6,391 D (2) \$ 75.1613 | 59,066 | D | |
| Common stock | | | | | 3,923 | 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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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 |
| Employee stock option | \$ 17.1175 | 11/14/2011 | | M ⁽²⁾ | 19,640 ₍₂₎ | 02/04/2010 | 02/04/2019 | Common stock | 19,640 |
| Employee stock option | \$ 17.1175 | 11/14/2011 | | M ⁽²⁾ | 19,640 ₍₂₎ | 02/04/2011 | 02/04/2019 | Common stock | 19,640 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2012 | 02/04/2019 | Common stock | 19,640 |
| Restricted stock units | \$ 17.1175 ₍₁₎ | | | | | 02/04/2012 | <u>(1)</u> | Common stock | 25,946 ₍₁₎ |
| Employee stock option | \$ 26.2075 | 11/14/2011 | | M ⁽²⁾ | 20,566 ₍₂₎ | 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 |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2013 | 02/03/2020 | Common stock | 20,566 |
| Restricted stock units | \$ 26.2075 ₍₁₎ | | | | | 02/03/2013 | <u>(1)</u> | Common stock | 17,230 ₍₁₎ |
| 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

Common
stock

Employee
stock \$ 51.695
option

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 Officer | |

Signatures

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

11/16/2011

__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.
- (2) Transaction was made pursuant to a 10b5-1 sales plan initiated by Mr. Sandfort on 10/24/2011.

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.