

Crudele Anthony F
Form 4
October 31, 2012

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 *
Crudele Anthony 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)
10/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	10/29/2012		M(2)	7,592 A (2) \$ 24.1025	64,547	D	
Common stock					6,376	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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	\$ 24.1025	10/29/2012		<u>M</u> ⁽²⁾		<u>3,444</u> ⁽²⁾		09/26/2009	09/26/2015	Common stock	3,444
Employee stock option	\$ 24.1025	10/29/2012		<u>M</u> ⁽²⁾		<u>4,148</u> ⁽²⁾		09/26/2010	09/26/2015	Common stock	4,148
Employee stock option	\$ 23.0825							02/07/2010	02/07/2017	Common stock	5,000
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	11,817
Employee stock option	\$ 17.1175							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
Employee stock option	\$ 26.2075							02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075							02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075							02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 <u>(1)</u>							02/03/2013	<u>(1)</u>	Common stock	<u>12,406</u> ⁽¹⁾
Employee stock	\$ 51.695							02/02/2012	02/02/2021	Common stock	9,322

option					
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	9,323
Employee stock option	\$ 85.08	02/08/2013	02/08/2022	Common stock	8,149
Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	8,149
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	8,149

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

By: /s/ Anthony F. Crudele
10/31/2012

**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) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.
- (2) Transaction represents an exercise and hold of stock options.

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.