

VELLA KIMBERLY D

Form 4

May 09, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VELLA KIMBERLY D

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)
05/07/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP-Chief People Officer

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common stock	05/07/2013		M	V Amount (A) or (D) Price 24,680 A \$ 26.2075	35,785	D	
Common stock	05/07/2013		S	24,680 D \$ 113.006	11,105	D	
Common stock					10,350	I	Gallie Family Partners, LP
Common stock					1,305	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	\$ 26.2075	05/07/2013		M	8,226	02/03/2011	02/03/2020	Common stock	8,226
Employee stock option	\$ 26.2075	05/07/2013		M	8,227	02/03/2012	02/03/2020	Common stock	8,227
Employee stock option	\$ 26.2075	05/07/2013		M	8,227	02/03/2013	02/03/2020	Common stock	8,227
Employee stock option	\$ 51.695					02/02/2012	02/02/2021	Common stock	5,180
Employee stock option	\$ 51.695					02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695					02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 85.08					02/08/2013	02/08/2022	Common stock	4,528
Employee stock option	\$ 85.08					02/08/2014	02/08/2022	Common stock	4,527
	\$ 85.08					02/08/2015	02/08/2022		4,527

Employee stock option				Common stock	
Employee stock option	\$ 102.99	02/07/2014	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2015	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2016	02/07/2023	Common stock	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as
Attorney-in-fact

05/09/2013

____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).

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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