

TRACTOR SUPPLY CO /DE/
Form 4
February 04, 2014

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 *
Barbarick Steve K

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)
02/02/2014

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive VP Merchandising

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)
				(A) or (D) Code V Amount (D) Price			
Common stock	02/02/2014		F(1)	1,172 D \$ 66.38	28,506	D	
Common stock					1,465	I	Stock Purchase Plan
Common stock					4,772	I	Stock Purchase Plan By Wife

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.

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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)	8. Amount or Number of Shares
Employee stock option	\$ 11.5413					02/07/2010 02/07/2017	Employee stock option	5,334
Employee stock option	\$ 9.6125					02/06/2010 02/06/2018	Employee stock option	688
Employee stock option	\$ 9.6125					02/06/2011 02/06/2018	Employee stock option	9,334
Employee stock option	\$ 8.5588					02/04/2011 02/04/2019	Employee stock option	1,202
Employee stock option	\$ 8.5588					02/04/2012 02/04/2019	Employee stock option	5,334
Employee stock option	\$ 25.8475					02/02/2012 02/02/2021	Employee stock option	2,252
Employee stock option	\$ 25.8475					02/02/2013 02/02/2021	Employee stock option	7,250
Employee stock option	\$ 25.8475					02/02/2014 02/02/2021	Employee stock option	7,250
Employee stock option	\$ 42.54					02/08/2013 02/08/2022	Employee stock option	6,338

