RUTA STANLEY L

Form 4

February 09, 2011

FORM 4

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

OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RUTA STANLEY L			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) 200 POWELI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2011	Director 10% Owner _X_ Officer (give title Other (specify below) EVP-Chief Operating Officer		
(Street)			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		
BRENTWOO	DD, TN 3702	.7		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-D	erivative (Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common stock	02/07/2011		M(5)	12,944	A	\$ 51.99	63,888 (4)	D	
Common stock	02/07/2011		F(6)	3,424	D	\$ 51.99	60,464	D	
Common stock							10,991 (1)	I	Stock Purchase Plan

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

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	onDeriv Secur Acqu	rities ired (A) sposed of . 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee stock option	\$ 30.635 (1)						02/09/2007	02/09/2016	Common stock	13,332 (1) (3)
Employee stock option	\$ 30.635 (1)						02/09/2008	02/09/2016	Common stock	13,334 (1) (3)
Employee stock option	\$ 30.635 (1)						02/09/2009	02/09/2016	Common stock	13,334 (1) (3)
Employee stock option	\$ 23.0825 (1)						02/07/2008	02/07/2017	Common stock	12,666 (1) (3)
Employee stock option	\$ 23.0825 (1)						02/07/2009	02/07/2017	Common stock	12,666 (1) (3)
Employee stock option	\$ 23.0825 (1)						02/07/2010	02/07/2017	Common stock	12,668 (1) (3)
Employee stock option	\$ 19.225 (1)						02/06/2009	02/06/2018	Common stock	17,016 (1) (3)
Employee stock option	\$ 19.225 (1)						02/06/2010	02/06/2018	Common stock	17,018 (1) (3)
Employee stock option	\$ 19.225 (1)						02/06/2011	02/06/2018	Common stock	17,018 (1) (3)
Restricted stock units	\$ 51.99	02/07/2011		M(5)		12,944	02/06/2011	<u>(7)</u>	Common stock	12,944

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Employee stock option	\$ 17.1775	02/04/2010	02/04/2019	Common stock	19,640 (1)
Employee stock option	\$ 17.1775	02/04/2011	02/04/2019	Common stock	19,640 (1)
Employee stock option	\$ 17.1775 (1)	02/04/2012	02/04/2019	Common stock	19,640 (1)
Restricted stock units	\$ 17.1775 (1)	02/04/2012	(2)	Common stock	25,946 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2011	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	14,806 (1)
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(2)	Common stock	12,406 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027

EVP-Chief Operating Officer

Signatures

Stanley L. Ruta by: /s/ Kurt D. Barton, as

Attorney-in-fact 02/09/2011

**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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
- (3) Fractional shares are rounded to the nearest whole number.

(4)

Reporting Owners 3

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Note that amount of securities owned have been adjusted to reflect the current transaction as well as a reduction of 14,750 shares(split-effected)to correct an overstatement of shares owned reported on a Form 4 filing on 10/8/2009. Ending ownership position for all Form 4's filed 10/8/2009 through 9/20/2010 were incorrectly overstated by these 14,750 shares.

- (5) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those restricted stock units and the conversion to shares of common stock.
- (6) This transaction represents the withholding of shares to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.
- (7) The restricted stock units vested at the end of the third anniversary date of the grant.

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.