

WRIGHT JAMES F
Form 4
February 16, 2011

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 *
WRIGHT JAMES 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)
02/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman-CEO

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 (D) Price			
Common stock	02/14/2011		M	5,571 A \$ 9.82	273,112	D	
Common stock	02/14/2011		S	5,571 D \$ 53.95	267,541	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644 ⁽¹⁾	I	Trust
Common stock					8,356 ⁽¹⁾	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 Number Shares
Employee stock option	\$ 9.82	02/14/2011		M	5,571	01/23/2006	01/23/2013	Common stock	5,571
Employee stock option	\$ 21.325 <u>(1)</u>					01/22/2007	01/22/2014	Common stock	90,000 <u>(1)</u>
Employee stock option	\$ 16.34 <u>(1)</u>					10/01/2007	10/01/2014	Common stock	75,000 <u>(1)</u>
Employee stock option	\$ 18.1975 <u>(1)</u>					02/02/2007	02/02/2015	Common stock	30,000 <u>(1)</u>
Employee stock option	\$ 18.1975 <u>(1)</u>					02/02/2008	02/02/2015	Common stock	30,000 <u>(1)</u>
Employee stock option	\$ 18.1975 <u>(1)</u>					02/02/2009	02/02/2015	Common stock	30,000 <u>(1)</u>
Employee stock option	\$ 18.1975 <u>(1)</u>					02/02/2010	02/02/2015	Common stock	30,000 <u>(1)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2007	02/09/2016	Common stock	53,333 <u>(1)</u> (3)
Employee stock option	\$ 30.635					02/09/2008	02/09/2016	Common stock	53,333 <u>(1)</u> (3)

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Employee stock option	\$ 30.635 <u>(1)</u>	02/09/2009	02/09/2016	Common stock	53,33 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2008	02/07/2017	Common stock	39,66 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2009	02/07/2017	Common stock	39,66 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2010	02/07/2017	Common stock	39,66 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2009	02/06/2018	Common stock	53,55 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2010	02/06/2018	Common stock	53,55 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2011	02/06/2018	Common stock	53,55 <u>(1) (3)</u>
Restricted stock units	\$ 19.225 <u>(1)</u>	02/06/2011 ⁽¹⁾	⁽²⁾	Common stock	40,73 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2010	02/04/2019	Common stock	82,92 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2011	02/04/2019	Common stock	82,92 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2012	02/04/2019	Common stock	82,92 <u>(1)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>	02/04/2012	⁽²⁾	Common stock	109,5 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2011	02/03/2020	Common stock	55,94 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2012	02/03/2020	Common stock	55,94 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2013	02/03/2020	Common stock	55,93 <u>(1)</u>

