

WRIGHT JAMES F
Form 4
October 26, 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)
10/24/2011

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

BRENTWOOD, TN 37027
(City) (State) (Zip)

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

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	10/24/2011		M ⁽²⁾	A (2)	\$ 21.325 367,837	D	
Common stock	10/24/2011		S ⁽²⁾	D (2)	\$ 73.95 293,916	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644	I	Trust
Common stock					8,856	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	\$ 21.325	10/24/2011		M ⁽²⁾	73,921 ₍₂₎	01/22/2007	01/22/2014	Common stock	85,31
Employee stock option	\$ 16.34					10/01/2007	10/01/2014	Common stock	75,00
Employee stock option	\$ 18.1975					02/02/2007	02/02/2015	Common stock	30,00
Employee stock option	\$ 18.1975					02/02/2008	02/02/2015	Common stock	24,50
Employee stock option	\$ 18.1975					02/02/2009	02/02/2015	Common stock	24,50
Employee stock option	\$ 18.1975					02/02/2010	02/02/2015	Common stock	24,50
Employee stock option	\$ 30.635					02/09/2007	02/09/2016	Common stock	53,33
Employee stock option	\$ 30.635					02/09/2008	02/09/2016	Common stock	53,33
Employee stock option	\$ 30.635					02/09/2009	02/09/2016	Common stock	53,33

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Employee stock option	\$ 23.0825	02/07/2008	02/07/2017	Common stock	39,660
Employee stock option	\$ 23.0825	02/07/2009	02/07/2017	Common stock	39,660
Employee stock option	\$ 23.0825	02/07/2010	02/07/2017	Common stock	39,660
Employee stock option	\$ 19.225	02/06/2009	02/06/2018	Common stock	53,550
Employee stock option	\$ 19.225	02/06/2010	02/06/2018	Common stock	53,550
Employee stock option	\$ 19.225	02/06/2011	02/06/2018	Common stock	48,350
Restricted stock units	\$ 19.225	02/06/2011	<u>(1)</u>	Common stock	40,730 <u>(1)</u>
Employee stock option	\$ 17.1775	02/04/2010	02/04/2019	Common stock	82,920
Employee stock option	\$ 17.1775	02/04/2011	02/04/2019	Common stock	82,920
Employee stock option	\$ 17.1775	02/04/2012	02/04/2019	Common stock	82,920
Restricted stock units	\$ 17.1775	02/04/2012	<u>(1)</u>	Common stock	109,550 <u>(1)</u>
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	55,930
Restricted stock units	\$ 26.2075	02/03/2013	<u>(1)</u>	Common stock	46,860 <u>(1)</u>
	\$ 51.695	02/02/2012	02/02/2021		35,210

Employee stock option					Common stock	
Employee stock option	\$ 51.695	02/02/2013	02/02/2021		Common stock	35,211
Employee stock option	\$ 51.695	02/02/2014	02/02/2021		Common stock	35,211

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman-CEO	

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 10/26/2011

__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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.
 - (2) Shares were exercised and sold pursuant to a 10b5-1 plan initiated by Mr. Wright on 8/15/2011.

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.