WRIGHT JAMES F Form 4/A October 14, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad WRIGHT JA	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TRACTOR SUPPLY CO /DE/ [TSCO]	(Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Veer)	X Director 10% Owner X Officer (give title Other (specify		
200 POWELL PLACE			(Month/Day/Year) 09/08/2010	below) below) Chairman / CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BRENTWOOD, TN 37027			Filed(Month/Day/Year) 09/10/2010	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
DICEIVI WOC	D, 114 3702	,		Person		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransactionor Disposed of (D) lode (Instr. 3, 4 and 5) instr. 8) (A) or			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	11/03/2004		G	4,858	A	\$0	13,836	I	Trust
Common Stock	11/19/2007		G	5,580	A	\$ 0	19,416	I	Trust
Common Stock	11/19/2008		G	6,428	A	\$ 0	25,844	I	Trust
Common Stock	09/08/2010		S <u>(1)</u>	10,200	D	\$ 37	15,644	I	Trust
Common Stock	11/19/2007		G	5,580	D	\$0	257,014	D	

Common Stock	11/19/2008	G	6,428	D	\$ 0	250,586	D	
Common stock	09/08/2010	M(2)	70,000	A	\$ 4.4538	320,586	D	
Common stock	09/08/2010	S(2)	70,000	D	\$ 37	250,586	D	
Common stock						8,356 (3)	I	Stock Purchase Plan

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

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SEC 1474 (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. Transactic Code (Instr. 8)	sactionDerivative Securities		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option	\$ 4.4538 (4)	09/08/2010		M(2)		70,000	01/24/2005	01/24/2012	Common stock	70,000 (4)
Employee stock option	\$ 9.82 (5)						01/23/2006	01/23/2013	Common stock	160,00 (5)
Employee stock option	\$ 21.325 (6)						01/22/2007	01/22/2014	Common stock	90,000
Employee stock option	\$ 16.34 (7)						10/01/2007	10/01/2014	Common stock	75,000 <u>(7)</u>
Employee stock option	\$ 18.1975 (8)						02/02/2007	02/02/2015	Common stock	30,000
Employee stock	\$ 18.1975 (8)						02/02/2008	02/02/2015	Common stock	30,000

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Employee stock option	\$ 18.1975 (8)	02/02/2009	02/02/2015	Common stock	30,000
Employee stock option	\$ 18.1975 (8)	02/02/2010	02/02/2015	Common stock	30,000
Employee stock option	\$ 30.635 (9)	02/09/2007	02/09/2016	Common stock	53,332 (9) (10)
Employee stock option	\$ 30.635 (11)	02/09/2008	02/09/2016	Common stock	53,334 (10) (11
Employee stock option	\$ 30.635 (11)	02/09/2009	02/09/2016	Common stock	53,334 (10) (11
Employee stock option	\$ 23.0825 (12)	02/07/2008	02/07/2017	Common stock	39,660 (10) (12
Employee stock option	\$ 23.0825 (12)	02/07/2009	02/07/2017	Common stock	39,660 (10) (12
Employee stock option	\$ 23.0825 (13)	02/07/2010	02/07/2017	Common stock	39,668 (10) (13
Employee stock option	\$ 19.225 (14)	02/06/2009	02/06/2018	Common stock	53,552 (10) (14
Employee stock option	\$ 19.225 (15)	02/06/2010	02/06/2018	Common stock	53,554 (10) (15
Employee stock option	\$ 19.225 (15)	02/06/2011	02/06/2018	Common stock	53,554 (10) (15
Restricted stock units (16)	\$ 19.225 (17)	02/06/2011	(18)	Common stock	40,730
Employee stock option	\$ 17.1775 (19)	02/04/2010	02/04/2019	Common stock	82,924 (19)
Employee stock option	\$ 17.1775 (19)	02/04/2011	02/04/2019	Common stock	82,924 (19)

Employee stock option	\$ 17.1775 (19)	02/0	04/2012	02/04/2019	Common stock	82,924 (19)
Restricted stock units (16)	\$ 17.1775 (20)	02/0)4/2012	(18)	Common stock	109,55 (20)
Employee stock option	\$ 26.2075 (21)	02/0	03/2011	02/03/2020	Common stock	55,940 (21)
Employee stock option	\$ 26.2075 (21)	02/0	03/2012	02/03/2020	Common stock	55,940 (21)
Employee stock option	\$ 26.2075 (22)	02/0	03/2013	02/03/2020	Common stock	55,938 (22)
Restricted stock units (16)	\$ 26.2075 (23)	02/0	03/2013	(18)	Common stock	46,864

Reporting Owners

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

Signatures

James F. Wright By: /s/ Kurt D. Barton, as Attorney-in-Fact

**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) Transaction represents the sale of 10,200 shares (adjusted for the 2-for-1 stock split paid by the Company on September 2, 2010) held under the Wright Grandchildren's Trust account pursuant to a 10b5-1 plan executed by Mr. Wright.
- (2) Transaction represents exercise of 70,000 options (adjusted for 2-for-1 split paid by the Company on September 2, 2010) pursuant to a 10b5-1 plan executed by Mr. Wright.
- On September 2, 2010, the common stock of Tractor Supply Company split 2-for-1, resulting in the reporting person's ownership of 4,178 additional shares of common stock.
- (4) This option was previously reported as covering 105,000 shares at an exercise price of \$8.9075 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (5) This option was previously reported as covering 80,000 shares at an exercise price of \$19.64 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

Reporting Owners 4

- This option was previously reported as covering 45,000 shares at an exercise price of \$42.65 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (7) This option was previously reported as covering 37,500 shares at an exercise price of \$32.68 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (8) This option was previously reported as covering 15,000 shares at an exercise price of \$36.395 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (9) This option was previously reported as covering 26,666 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (10) Fractional shares are rounded to the closest whole number.
- (11) This option was previously reported as covering 26,667 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (12) This option was previously reported as covering 19,833 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (13) This option was previously reported as covering 19,834 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (14) This option was previously reported as covering 26,776 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (15) This option was previously reported as covering 26,777 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (16) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (17) These restricted stock units were previously reported as covering 20,368 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (18) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (19) This option was previously reported as covering 41,462 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (20) These restricted stock units were previously reported as covering 54,775 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (21) This option was previously reported as covering 27,970 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (22) This option was previously reported as covering 27,969 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- These restricted stock units were previously reported as covering 23,432 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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.