TRACTOR SUPPLY CO /DE/
Form 4
August 02, 2013

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT JAMES F

(Last) (First) (Middle)

200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/10/2013		G[(1)]	V	990	D [(1)]	$ 0	334,258	D	
Common Stock	07/31/2013		M		5,841	A	$ 120.87	340,099	D	
Common stock								2,651	I	2010 Grandchildren's Trust
Common stock								15,644	I	Trust
Common stock								9,478	I	Stock purchase plan

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.

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. 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 or Number of Shares
Restricted stock units	$ 19.225							02/06/2011	(2)	Common stock	40,736 (2)
Employee stock option	$ 17.1175							02/04/2010	02/04/2019	Common stock	82,924
Employee stock option	$ 17.1175							02/04/2011	02/04/2019	Common stock	82,924
Employee stock option	$ 17.1175	07/31/2013		M			5,841	02/04/2012	02/04/2019	Common stock	82,924
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	55,938
Employee stock option	$ 51.695							02/02/2012	02/02/2021	Common stock	35,218
Employee stock option	$ 51.695							02/02/2013	02/02/2021	Common stock	35,219

Employee stock option	$ 51.695		02/02/2014	02/02/2021	Common stock	35,218
Employee stock option	$ 85.08		02/08/2013	02/08/2022	Common stock	30,785
Employee stock option	$ 85.08		02/08/2014	02/08/2022	Common stock	30,785
Employee stock option	$ 85.08		02/08/2015	02/08/2022	Common stock	30,785

Reporting Owners

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

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact	08/02/2013
**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 shares gifted to a charitable organization.

(2) 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.

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.