

TRACTOR SUPPLY CO /DE/
Form 4
February 07, 2014

FORM 4

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

OMB APPROVAL

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

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 *
SANDFORT GREGORY A

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)
02/05/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President-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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	02/05/2014		A(1)	12,746 A(1)	\$ 0 45,754	D	
Common stock					11,682	I	Sandfort Trust
Common stock					86,296	I	LLC I
Common stock					75,414	I	LLC II
Common stock					9,092	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 or Number of Shares
Employee stock option	\$ 13.1038					02/03/2012	02/03/2020	Common stock	41,132
Employee stock option	\$ 13.1038					02/03/2013	02/03/2020	Common stock	41,132
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2013	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2014	02/02/2021	Common stock	25,896
Employee stock option	\$ 42.54					02/08/2013	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2014	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2015	02/08/2022	Common stock	22,636
Employee stock option	\$ 51.495					02/07/2014	02/07/2023	Common stock	37,334

Employee stock option	\$ 51.495					02/07/2015	02/07/2023	Common stock	37,334
Employee stock option	\$ 51.495					02/07/2016	02/07/2023	Common stock	37,332
Common stock	\$ 63.55	02/05/2014	A	41,257		02/05/2015	02/05/2024	Common stock	41,257
Common stock	\$ 63.55	02/05/2014	A	41,257		02/05/2016	02/05/2024	Common stock	41,257
Common stock	\$ 63.55	02/05/2014	A	41,257		02/05/2017	02/05/2024	Common stock	41,257

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027	X		President-CEO	

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact	02/07/2014
**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).
- Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.
- (1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest 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.