VELLA KIMBERLY D

Form 4

February 07, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VELLA KIMBERLY D			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)	3. Date of Earliest Transaction	Director 10% Owner			
200 POWELL PLACE (Street)			(Month/Day/Year) 02/04/2012	X Officer (give title Other (specify below) SVP-Chief People Officer			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BRENTWOOD, TN 37027			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative (Securi	ties Acqu	ired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	02/04/2012		Code V M(2)	Amount 14,414	(D) A (2)	Price \$ 81.05	(Instr. 3 and 4) 25,027	D	
Common stock	02/04/2012		F(3)	4,064	D (3)	\$ 81.05	20,963	D	
Common stock							1,076	I	Stock purchase plan

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

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displays a currently valid OMB control number.

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)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ve es d (A) osed of	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 Share
Employee stock option	\$ 19.225							02/06/2009	02/06/2018	Common stock	13,764
Employee stock option	\$ 19.225							02/06/2010	02/06/2018	Common stock	13,764
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	13,764
Employee stock option	\$ 17.1175							02/04/2010	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175							02/04/2011	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175							02/04/2012	02/04/2019	Common stock	10,912
Restricted stock units	\$ 81.05	02/04/2012		M(2)			4,414 (2)	02/04/2012	<u>(1)</u>	Common stock	14,414
Employee stock option	\$ 26.2075							02/03/2011	02/03/2020	Common stock	8,226
Employee stock option	\$ 26.2075							02/03/2012	02/03/2020	Common stock	8,227
Employee stock option	\$ 26.2075							02/03/2013	02/03/2020	Common stock	8,227

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Restricted stock units	\$ 26.2075 (1)	02/03/2013	<u>(1)</u>	Common stock	6,892 (1)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	5,180
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	5,179

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027

SVP-Chief People Officer

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact

02/07/2012

**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) Restricted stock units vest at the end of the third anniversary date of the date of grant and will be delivered to the reporting person on that date unless a deferral is elected.
- (2) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and the conversion to shares of common stock as reflected on Table I.
- (3) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.

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.

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