

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

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 *
Crudele Anthony 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)
10/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common stock	10/01/2013		M ⁽¹⁾	(A) V Amount (D) Price 14,000 A \$ 13.1038	177,178	D	
Common stock	10/01/2013		S ⁽¹⁾	(D) 14,000 D \$ 68.04	163,178 ⁽²⁾	D	
Common stock					56,128 ⁽²⁾	I	Anthony Crudele Family Trust
Common stock					56,128 ⁽²⁾	I	Diane M Crudele Family

Common stock	13,238 ⁽²⁾	I	Trust Stock Purchase Plan
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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.

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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)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee stock option	\$ 13.1038 <u>(2)</u>	10/01/2013		M ⁽¹⁾	14,000	02/03/2011	02/03/2020	Common stock	14,772 <u>(2)</u>
Employee stock option	\$ 13.1038 <u>(2)</u>					02/03/2012	02/03/2020	Common stock	29,616 <u>(2)</u>
Employee stock option	\$ 13.1038 <u>(2)</u>					02/03/2013	02/03/2020	Common stock	29,612 <u>(2)</u>
Employee stock option	\$ 25.8475 <u>(2)</u>					02/02/2012	02/02/2021	Common stock	18,644 <u>(2)</u>
Employee stock option	\$ 25.8475 <u>(2)</u>					02/02/2013	02/02/2021	Common stock	18,646 <u>(2)</u>
Employee stock option	\$ 25.8475 <u>(2)</u>					02/02/2014	02/02/2021	Common stock	18,646 <u>(2)</u>
Employee stock option	\$ 42.54 <u>(2)</u>					02/08/2013	02/08/2022	Common stock	16,298 <u>(2)</u>

