VELLA KIMBERLY D

Form 4

February 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading VELLA KIMBERLY D Issuer Symbol TRACTOR SUPPLY CO /DE/ (Check all applicable) [TSCO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 200 POWELL PLACE 02/02/2011 **SVP-Chief People Officer** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BRENTWOOD, TN 37027 Person

(City)	(State) (Zip)	Table I - Non-	Derivative Securities A	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date (Month/Day/Year) (Month/Day	rate, if Transact	4. Securities tionAcquired (A) or Disposed of (D)) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code \	(A) or V Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
Common stock	02/02/2011	A(4)	2,913 A \$0	9,531	D	
Common stock				814 (1)	I	Stock purchase plan

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transact Code (Instr. 8)	ction	5. Numb owf Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative ies ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 21.325 (1)							01/22/2005	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 21.325 (1)							01/22/2006	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 21.325 (1)							01/22/2007	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 30.635 (1)							02/09/2007	02/09/2016	Common stock	6,666 (1) (3)
Employee stock option	\$ 30.635 (1)							02/09/2008	02/09/2016	Common stock	6,666 (1) (3)
Employee stock option	\$ 30.635 (1)							02/09/2009	02/09/2016	Common stock	6,668 (1) (3)
Employee stock option	\$ 23.0825							02/07/2008	02/07/2017	Common stock	10,000
Employee stock option	\$ 23.0825 (1)							02/07/2009	02/07/2017	Common stock	10,000 (1)
Employee stock option	\$ 23.0825 (1)							02/07/2010	02/07/2017	Common stock	10,000 (1)
Employee stock option	\$ 19.225 (1)							02/06/2009	02/06/2018	Common stock	13,764 (1)
Employee	\$ 19.225							02/06/2010	02/06/2018	Common	13,764

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stock option	<u>(1)</u>						stock	<u>(1)</u>
Employee stock option	\$ 19.225 (1)				02/06/2011	02/06/2018	Common stock	13,764 (1)
Restricted stock units	\$ 19.225 (1)				02/06/2011	(2)	Common stock	10,470 (1)
Employee stock option	\$ 17.1775 (1)				02/04/2010	02/04/2019	Common stock	10,910 (1) (3)
Employee stock option	\$ 17.1775 (1)				02/04/2011	02/04/2019	Common stock	10,912 (1) (3)
Employee stock option	\$ 17.1775 (1)				02/04/2012	02/04/2019	Common stock	10,912 (1) (3)
Restricted stock units	\$ 17.1775 (1)				02/04/2012	(2)	Common stock	14,414 (1)
Employee stock option	\$ 26.2075 (1)				02/03/2011	02/03/2020	Common stock	8,226 (1)
Employee stock option	\$ 26.2075 (1)				02/03/2012	02/03/2020	Common stock	8,226 (1)
Employee stock option	\$ 26.2075 (1)				02/03/2013	02/03/2020	Common stock	8,228 (1)
Restricted stock units	\$ 26.2075 (1)				02/03/2013	(2)	Common stock	6,892 (1)
Employee stock option	\$ 51.695	02/02/2011	A	5,179	02/02/2012	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2011	A	5,179	02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2011	A	5,180	02/02/2014	02/02/2021	Common stock	5,180

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

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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

02/04/2011

**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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) 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 at that time.
- (3) Fractional shares are rounded to the nearest whole number.
 - Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.
- (4) Each RSU entitles the reporting person to receive one share of common stock per unit. The RSUs vest at the end of the first 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.

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