

SANDFORT GREGORY A
Form 4
February 09, 2011

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)
11/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres-Chief Merchandising 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)
			Code	V Amount (A) or (D) Price			
Common stock	11/05/2010		M ⁽⁴⁾	11,000 A \$ 42	32,524	D	
Common stock	11/05/2010		F ⁽⁵⁾	2,999 D \$ 42	29,525	D	
Common stock	02/07/2011		M ⁽⁴⁾	12,944 A \$ 51.99	42,469	D	
Common stock	02/07/2011		F ⁽⁵⁾	3,424 D \$ 51.99	39,045	D	
Common stock					3,602 ⁽¹⁾	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 Share
Employee stock option	\$ 20.2425 (1)					11/05/2008 11/05/2017	Common stock 11,332 (1) (3)
Employee stock option	\$ 20.2425 (1)					11/05/2009 11/05/2017	Common stock 11,334 (1) (3)
Employee stock option	\$ 20.2425 (1)					11/05/2010 11/05/2017	Common stock 11,334 (1) (3)
Restricted stock units	\$ 42	11/05/2010		M(4)	11,000	11/05/2010 (6)	Common stock 11,000
Employee stock option	\$ 19.225 (1)					02/06/2009 02/06/2018	Common stock 17,016 (1) (3)
Employee stock option	\$ 19.225 (1)					02/06/2010 02/06/2018	Common stock 17,018 (1) (3)
Employee stock option	\$ 19.225					02/06/2011 02/06/2018	Common stock 17,018 (1) (3)
Restricted stock units	\$ 51.99	02/07/2011		M(4)	12,944	02/06/2011 (6)	Common stock 12,944
Employee stock option	\$ 17.1775 (1)					02/04/2010 02/04/2019	Common stock 19,640 (1)
						02/04/2011 02/04/2019	

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 share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of the grant. Vested shares will be delivered to the reporting person on that anniversary date.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) 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 conversion to shares of common stock.
- (5) 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.
- (6) The restricted stock units vested 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.

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