

SANDFORT GREGORY A
Form 4
September 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
09/13/2011

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common stock | 09/13/2011 | | M(2) | 7,100 A (2) \$ 19.225 | 46,145 | D | |
| Common stock | 09/13/2011 | | S(2) | 7,100 D (2) \$ 66.27 | 39,045 | D | |
| Common stock | | | | | 3,815 | I | Stock Purchase Plan |

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

SEC 1474 (9-02)

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. 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 | \$ 20.2425 | | | | | 11/05/2008 | 11/05/2017 | Common stock | 4,940 |
| Employee stock option | \$ 20.2425 | | | | | 11/05/2009 | 11/05/2017 | Common stock | 4,940 |
| Employee stock option | \$ 20.2425 | | | | | 11/05/2010 | 11/05/2017 | Common stock | 4,940 |
| Employee stock option | \$ 19.225 | 09/13/2011 | | S ⁽²⁾ | 7,100 ⁽²⁾ | 02/06/2011 | 02/06/2018 | Common stock | 12,301 |
| Employee stock option | \$ 17.1775 | | | | | 02/04/2010 | 02/04/2019 | Common stock | 19,640 |
| Employee stock option | \$ 17.1775 | | | | | 02/04/2011 | 02/04/2019 | Common stock | 19,640 |
| Employee stock option | \$ 17.1775 | | | | | 02/04/2012 | 02/04/2019 | Common stock | 19,640 |
| Restricted stock units | \$ 17.1775 | | | | | 02/04/2012 | ⁽¹⁾ | Common stock | 25,946 |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2011 | 02/03/2020 | Common stock | 20,566 |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2012 | 02/03/2020 | Common stock | 20,566 |

Edgar Filing: SANDFORT GREGORY A - Form 4

| | | | | | |
|------------------------|------------|------------|------------|--------------|--------|
| Employee stock option | \$ 26.2075 | 02/03/2013 | 02/03/2020 | Common stock | 20,566 |
| Restricted stock units | \$ 26.2075 | 02/03/2013 | (1) | Common stock | 17,230 |
| Employee stock option | \$ 51.695 | 02/02/2012 | 02/02/2021 | Common stock | 12,948 |
| Employee stock option | \$ 51.695 | 02/02/2013 | 02/02/2021 | Common stock | 12,948 |
| Employee stock option | \$ 51.695 | 02/02/2014 | 02/02/2021 | Common stock | 12,948 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027 | | | Pres-Chief Merchandising Offcr | |

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact
 Date: 09/13/2011

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) 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.
- (2) Shares were acquired and sold pursuant to a 10b5-1 trading plan initiated by Mr. Sandfort on May 24, 2011.

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.