

VELLA KIMBERLY D
Form 4
December 01, 2011

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 *
VELLA KIMBERLY D

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)
11/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief People 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock	11/30/2011		S ⁽²⁾	2,000 D (2) \$ 74.11	15,231	D	
Common stock					1,010	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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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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)	8. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	\$ 17.1175					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
	\$ 26.2075					02/03/2013	<u>(1)</u>		6,892

