

WRIGHT JAMES F  
Form 4  
February 09, 2012

**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 \*  
WRIGHT JAMES 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)  
02/07/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman-CEO

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	02/07/2012		M <sup>(3)</sup>	75,000 A <sub>(3)</sub> \$ 16.34	432,851	D	
Common stock	02/07/2012		S <sup>(3)</sup>	75,000 D <sub>(3)</sub> \$ 84.95	357,851	D	
Common stock	02/08/2012		A <sup>(2)</sup>	12,000 A <sub>(2)</sub> \$ 0	369,851	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644	I	Trust

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Common stock 8,856 I Stock purchase plan

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

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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 Security (Instr. 3 and 4)	8. An or Nu of
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee stock option	\$ 16.34	02/07/2012		M <sup>(2)</sup>	75,000 <sub>(2)</sub>	10/01/2007 10/01/2014	Common stock	75
Employee stock option	\$ 18.1975					02/02/2007 02/02/2015	Common stock	30
Employee stock option	\$ 18.1975					02/02/2008 02/02/2015	Common stock	24
Employee stock option	\$ 18.1975					02/02/2009 02/02/2015	Common stock	24
Employee stock option	\$ 18.1975					02/02/2010 02/02/2015	Common stock	24
Employee stock option	\$ 30.635					02/09/2007 02/09/2016	Common stock	53
Employee stock option	\$ 30.635					02/09/2008 02/09/2016	Common stock	53
Employee stock option	\$ 30.635					02/09/2009 02/09/2016	Common stock	53
	\$ 23.0825					02/07/2008 02/07/2017		39

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Employee stock option				Common stock	
Employee stock option	\$ 23.0825	02/07/2009	02/07/2017	Common stock	39
Employee stock option	\$ 23.0825	02/07/2010	02/07/2017	Common stock	39
Employee stock option	\$ 19.225	02/06/2009	02/06/2018	Common stock	53
Employee stock option	\$ 19.225	02/06/2010	02/06/2018	Common stock	53
Employee stock option	\$ 19.225	02/06/2011	02/06/2018	Common stock	48
Restricted stock units	\$ 19.225	02/06/2011	<u>(1)</u>	Common stock	40
Employee stock option	\$ 17.1175	02/04/2010	02/04/2019	Common stock	82
Employee stock option	\$ 17.1175	02/04/2011	02/04/2019	Common stock	82
Employee stock option	\$ 17.1175	02/04/2012	02/04/2019	Common stock	82
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	55
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	55
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	55
Restricted stock units	\$ 26.2075	02/03/2013	<u>(1)</u>	Common stock	40
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	35

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Employee stock option	\$ 51.695					02/02/2013	02/02/2021	Common stock	35
Employee stock option	\$ 51.695					02/02/2014	02/02/2021	Common stock	35
Employee stock option	\$ 85.08	02/08/2012		A	30,785	02/08/2013	02/08/2022	Common stock	30
Employee stock option	\$ 85.08	02/08/2012		A	30,785	02/08/2014	02/08/2022	Common stock	30
Employee stock option	\$ 85.08	02/08/2012		A	30,785	02/08/2015	02/08/2022	Common stock	30

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman-CEO	

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 02/09/2012

\_\_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 grant and will be delivered to reporting person on that date unless a deferral is elected.

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

(2) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

(3) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Wright on 11/02/2011.

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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