

Downing Lee J
Form 4
November 02, 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 *
Downing Lee J

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)
11/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP Store Operations

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 | 11/01/2012 | | M | | 2,879 | A | \$ 39.515 8,565 | D | |
| Common Stock | 11/01/2012 | | S | | 2,879 | D | \$ 96.9389 5,686 | D | |
| Common Stock | | | | | | | | I | Stock purchase plan |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 39.515 | 11/01/2012 | | M | 2,879 | 10/27/2012 10/27/2020 | Common Stock 2,879 |
| Employee Stock Option | \$ 39.515 | | | | | 10/27/2013 10/27/2020 | Common Stock 2,879 |
| Employee Stock Option | \$ 51.695 | | | | | 02/02/2013 02/02/2021 | Common Stock 3,625 |
| Employee Stock Option | \$ 51.695 | | | | | 02/02/2014 02/02/2021 | Common Stock 3,625 |
| Employee Stock Option | \$ 85.08 | | | | | 02/08/2013 02/08/2022 | Common Stock 3,169 |
| Employee Stock Option | \$ 85.08 | | | | | 02/08/2014 02/08/2022 | Common Stock 3,169 |
| Employee Stock Option | \$ 85.08 | | | | | 02/08/2015 02/08/2022 | Common Stock 3,169 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Downing Lee J 200 POWELL PLACE | | | Senior VP Store Operations | |

BRENTWOOD, TN 37027

Signatures

Lee J. Downing by: /s/ Kurt D. Barton, as
Attorney-in-fact

11/02/2012

__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).

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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