

Stanton Alexander L
 Form 4
 February 08, 2013

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 *
 Stanton Alexander L

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)
 02/07/2013

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

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 (D) Price			
Common Stock					15,838	D	
Common Stock	02/07/2013		A(1)	1,456 A(1) \$ 0	9,554 (1)	D	
Common Stock					95	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 33.2075					03/30/2009	03/30/2016	Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075					03/30/2008	03/30/2016	Employee Stock Option	2,311
Employee Stock Option	\$ 33.2075					03/30/2009	03/30/2016	Employee Stock Option	3,656
Employee Stock Option	\$ 23.0825					02/07/2008	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2009	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2010	02/07/2017	Employee Stock Option	2,002
Employee Stock Option	\$ 17.1175					02/04/2012	02/04/2019	Employee Stock Option	5,841
Employee Stock Option	\$ 26.2075					02/03/2011	02/03/2020	Employee Stock Option	5,758
Employee Stock Option	\$ 26.2075					02/03/2012	02/03/2020	Employee Stock Option	5,759
	\$ 26.2075					02/03/2013	02/03/2020		5,759

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Employee Stock Option							Employee Stock Option	
Employee Stock Option	\$ 51.695				02/02/2012	02/02/2021	Employee Stock Option	3,626
Employee Stock Option	\$ 51.695				02/02/2013	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 51.695				02/02/2014	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 85.08				02/08/2013	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2014	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2015	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 102.99	02/07/2013		A	3,989	02/07/2014 02/07/2023	Employee Stock Option	3,989
Employee Stock Option	\$ 102.99	02/07/2013		A	3,989	02/07/2015 02/07/2023	Employee Stock Option	3,989
Employee Stock Option	\$ 102.99	02/07/2013		A	3,988	02/07/2016 02/07/2023	Employee Stock Option	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as Attorney-in-fact	02/08/2013
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**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).

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

(1) 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.

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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