VELLA KIMBERLY D
Form 4
September 16, 2010

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

(Last) (First) (Middle)

200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/14/2010(1)		M(1)		5,663	A	$ 18.1975	18,875	D	
Common stock	09/14/2010(1)		S(1)		5,663	D	$ 37.5	13,212	D	
Common stock								574	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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee stock options	$ 21.325 (2)							01/22/2005	01/22/2014	Common stock	5,00 (2)
Employee stock options	$ 21.325 (2)							01/22/2006	01/22/2014	Common stock	5,00 (2)
Employee stock options	$ 21.325 (2)							01/22/2007	01/22/2014	Common stock	5,00 (2)
Employee stock options	$ 18.1975 (3)	09/14/2010 (1)		M (1)			1,913	02/02/2009	02/02/2015	Common stock	1,91
Employee stock options	$ 18.1975 (3)	09/14/2010 (1)		M (1)			3,750	02/02/2010	02/02/2015	Common stock	3,75
Employee stock options	$ 30.635 (4)							02/09/2007	02/09/2016	Common stock	6,66 (4)
Employee stock options	$ 30.635 (4)							02/09/2008	02/09/2016	Common stock	6,66 (4)
Employee stock options	$ 30.635 (6)							02/09/2009	02/09/2016	Common stock	6,66 (5)
Employee stock options	$ 23.0825 (7)							02/07/2008	02/07/2017	Common stock	10,0 (7)
Employee stock	$ 23.0825 (7)							02/07/2009	02/07/2017	Common stock	10,0 (7)

options					
Employee stock options	$ 23.0825 (7)	02/07/2010	02/07/2017	Common stock	10,0 (7)
Employee stock options	$ 19.225 (8)	02/06/2009	02/06/2018	Common stock	13,7 (8)
Employee stock options	$ 19.225 (8)	02/06/2010	02/06/2018	Common stock	13,7 (8)
Employee stock options	$ 19.225 (8)	02/06/2011	02/06/2018	Common stock	13,7 (8)
Restricted stock units (9)	$ 19.225 (10)	02/06/2011	(11)	Common stock	10,4 (10)
Employee stock options	$ 17.1775 (12)	02/04/2010	02/04/2019	Common stock	10,9 (5) (1
Employee stock options	$ 17.1775 (13)	02/04/2011	02/04/2019	Common stock	10,9 (5) (1
Employee stock options	$ 17.1775 (13)	02/04/2012	02/04/2019	Common stock	10,9 (5) (1
Restricted stock units (9)	$ 17.1775 (14)	02/04/2012(11)	(11)	Common stock	14,4 (14)
Employee stock options	$ 26.2075 (15)	02/03/2011	02/03/2020	Common stock	8,22 (15)
Employee stock options	$ 26.2075 (15)	02/03/2012	02/03/2020	Common stock	8,22 (15)
Employee stock options	$ 26.2075 (16)	02/03/2013	02/03/2020	Common stock	8,22 (16)
Restricted stock units (9)	$ 26.2075 (17)	02/03/2013	(11)	Common stock	6,89 (17)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Human Resources	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact	09/16/2010
**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) Transaction represents the exercise of options (adjusted for the 2-for-1 split paid by the Company on September 2, 2010) pursuant to a 10b5-1 plan executed by Ms. Vella.

(2) This option was previously reported as covering 2,500 shares at an exercise price of $42.65 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(3) This option was previously reported as covering 1,875 shares at an exercise price of $36.395 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(4) This option was previously reported as covering 3,333 shares at an exercise price of $61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(5) Fractional shares are rounded to the nearest whole number

(6) This option was previously reported as covering 3,334 shares at an exercise price of $61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(7) This option was previously reported as covering 5,000 shares at an exercise price of $46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(8) This option was previously reported as covering 6,882 shares at an exercise price of $38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(9) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

(10) This option was previously reported as covering 5,235 shares at an exercise price of $38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(11) The restricted stock units vest at the end of the third anniversary of the date of grant.

(12) This option was previously reported as covering 5,455 shares at an exercise price of $34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(13) This option was previously reported as covering 5,456 shares at an exercise price of $34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(14) This option was previously reported as covering 7,207 shares at an exercise price of $34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(15) This option was previously reported as covering 4,113 shares at an exercise price of $52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(16) This option was previously reported as covering 4,114 shares at an exercise price of $52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

(17)

This option was previously reported as covering 3,446 shares at an exercise price of $52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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