

TRACTOR SUPPLY CO /DE/  
Form 4  
February 14, 2014

**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 \*  
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)  
02/12/2014

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common stock                    | 02/12/2014                           |  | M                              |   | 10,358  | A  | \$ 25.8475  |
| Common stock                    | 02/12/2014                           |  | S                              |   | 10,358  | D  | \$ 65.874   |
| Common stock                    | 02/12/2014                           |  | M                              |   | 9,054   | A  | \$ 42.54  |
| Common stock                    | 02/12/2014                           |  | S                              |   | 9,054   | D  | \$ 65.8742  |
| Common stock                    | 02/12/2014                           |  | M                              |   | 7,978   | A  | \$ 51.495   |

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|              |            |   |       |   |           |        |   |                            |
|--------------|------------|---|-------|---|-----------|--------|---|----------------------------|
| Common stock | 02/12/2014 | S | 7,978 | D | \$ 65.857 | 22,924 | D |                            |
| Common stock |            |   |       |   |           | 9,300  | I | Gallie Family Partners, LP |
| Common stock |            |   |       |   |           | 2,811  | I | Stock purchase plan        |

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

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(9-02)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|----------------|--|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D)            |  |   |                            |
| Employee stock option                      | \$ 25.8475   | 02/12/2014                           |  | M                              |   | 10,358 | (1) 02/02/2021 | Common stock   | 10,358  |                            |
| Employee stock option                      | \$ 42.54   | 02/12/2014                           |  | M                              |   | 9,054  | (2) 02/08/2022 | Common stock   | 18,108  |                            |
| Employee stock option                      | \$ 51.495  | 02/12/2014                           |  | M                              |   | 7,978  | (3) 02/07/2023 | Common stock   | 23,932  |                            |

## Reporting Owners

| Reporting Owner Name / Address       | Relationships |           |                          |       |
|--------------------------------------|---------------|-----------|--------------------------|-------|
|                                      | Director      | 10% Owner | Officer                  | Other |
| VELLA KIMBERLY D<br>200 POWELL PLACE |               |           | SVP-Chief People Officer |       |

BRENTWOOD, TN 37027

## Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as  
Attorney-in-fact

02/14/2014

\_\_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) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% of February 8, 2015.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 7, 2014, 33 1/3% on February 7, 2015, and 33 1/3% of February 7, 2016.

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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