

TRACTOR SUPPLY CO /DE/  
Form 4  
December 12, 2014

**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 \*  
Crudele Anthony 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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP Chief Financial Officer

C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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                    | 12/10/2014                           |  | M <sup>(1)</sup>               |   | 5,232   | A<br>(1)   | \$<br>13.1038   | 169,748 | D |                 |
| Common stock                    | 12/10/2014                           |  | S <sup>(1)</sup>               |   | 5,232   | D<br>(1)   | \$<br>78.0443   | 164,516 | D |                 |
| Common stock                    | 12/10/2014                           |  | M <sup>(1)</sup>               |   | 5,936   | A<br>(1)   | \$<br>25.8475   | 170,452 | D |                 |
| Common stock                    | 12/10/2014                           |  | S <sup>(1)</sup>               |   | 5,936   | D<br>(1)   | \$<br>78.0443   | 164,516 | D |                 |
| Common stock                    |                                      |  |                                |   |   |  |   | 56,128  | I | Anthony Crudele |

|              |        |   |  |
|--------------|--------|---|--|
| Common stock | 56,128 | I | Family Trust<br>Diane M Crudele Family Trust |
| Common stock | 13,624 | I | Stock Purchase Plan                          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee stock option                      | \$ 13.1038   | 12/10/2014                           |  | M                              | 5,232   | <u>(2)</u> 02/03/2020                                    | Common stock  | 5,232                         |
| Employee stock option                      | \$ 25.8475   | 12/10/2014                           |  | M                              | 5,936   | <u>(3)</u> 02/02/2021                                    | Common stock  | 55,936                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| Crudele Anthony F<br>C/O TRACTOR SUPPLY COMPANY<br>5401 VIRGINIA WAY<br>BRENTWOOD, TN 37027 |               |           | EVP Chief<br>Financial<br>Officer |       |

## Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as  
Attorney-in-fact

12/12/2014

\_\_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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Crudele on 11/07/2014.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows:  
33 1/3% on February 3, 2011, 33 1/3% on February 3, 2012 and 33 1/3% on February 3, 2013.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became 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.

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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