Crudele Anthony F Form 4 January 05, 2011

## FORM 4

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31,

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Ad Crudele Antl		rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			TRACTOR SUPPLY CO /DE/ [TSCO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
200 POWELL PLACE			(Month/Day/Year) 01/03/2011	_X_ Officer (give title Other (specify below) below)  EVP-Chief Financial Officer			
			01/03/2011				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
BRENTWOOD, TN 37027				Form filed by More than One Reporting			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of		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)
Common stock	01/03/2011(4)		M(4)	13,000	A	\$ 23.0825	23,090	D	
Common stock	01/03/2011(4)		S(4)	13,000	D	\$ 49.5	10,090	D	
Common stock							5,553 <u>(1)</u>	I	Stock Purchase Plan

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

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# displays a currently valid OMB control number.

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	Expiration Date		7. Title and Amount or Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Employee stock option	\$ 24.1025					09/26/2008	09/26/2015	Common stock	5,500	
Employee stock option	\$ 24.1025 (1)					09/26/2009	09/26/2015	Common stock	7,500 (1)	
Employee stock option	\$ 24.1025 (1)					09/26/2010	09/26/2015	Common stock	7,500 (1)	
Employee stock option	\$ 30.635 (1)					02/09/2007	02/06/2016	Common stock	13,332 (1) (3)	
Employee stock option	\$ 30.635 (1)					02/09/2008	02/09/2016	Common stock	13,334 (1) (3)	
Employee stock option	\$ 30.635 (1)					02/09/2009	02/09/2016	Common stock	13,334 (1) (3)	
Employee stock option	\$ 23.0825	01/03/2011		M(4)	12,66	6 02/07/2008	02/07/2017	Common stock	12,666	
Employee stock option	\$ 23.0825	01/03/2011		M <u>(4)</u>	334	02/07/2009	02/07/2017	Common stock	334	
Employee stock option	\$ 23.0825 (1)					02/07/2010	02/07/2017	Common stock	12,668 (1) (3)	
Employee stock option	\$ 19.225 (1)					02/06/2011	02/06/2018	Common stock	17,018 (1) (3)	

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Restricted stock units	\$ 19.225 (1)	02/06/2011	(2)	Common stock	12,944 (1)
Employee stock option	\$ 17.1175 (1)	02/04/2011	02/04/2019	Common stock	19,640 (1)
Employee stock option	\$ 17.1175 (1)	02/04/2012	02/04/2019	Common stock	19,640 (1)
Restricted stock units	\$ 17.1175 (1)	02/04/2012	<u>(2)</u>	Common stock	25,946 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2011	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	14,806 (1)
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(2)	Common stock	12,406 (1)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027

**EVP-Chief Financial Officer** 

# **Signatures**

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

01/05/2011

\*\*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) Exercise price and shares have been adjusted to reflect 2-for-1 stock split that occurred on September 2, 2010.
- (2) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) Transaction represents exercise of options pursuant to a 10b5-1 plan executed by Mr. Crudele.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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