

Crudele Anthony F
 Form 4
 February 09, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)
 200 POWELL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Chief Financial 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common stock	02/07/2011		M ⁽⁴⁾	V	12,944	A	\$ 51.99	28,277	D	
Common stock	02/07/2011		F ⁽⁶⁾		3,424	D	\$ 51.99	24,853	D	
Common stock								5,724 ⁽¹⁾	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	\$ 24.1025					09/26/2008	09/26/2015	Common stock	5,500
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2009	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2010	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2007	02/06/2016	Common stock	13,332 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2008	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2009	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 23.0825					02/07/2009	02/07/2017	Common stock	334
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2010	02/07/2017	Common stock	12,668 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2011	02/06/2018	Common stock	17,018 <u>(1) (3)</u>
Restricted stock units	\$ 51.99	02/07/2011		<u>M</u> ⁽⁴⁾	12,944	02/06/2011	<u>(5)</u>	Common stock	12,944

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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	(2)	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)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	9,322
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	9,323

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

02/09/2011

__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) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and the conversion to shares of common stock as reflected on Table I.
- (5) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (6) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.

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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