

VELLA KIMBERLY D  
Form 4  
October 13, 2010

**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)  
10/12/2010

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common stock                    | 10/12/2010 <sup>(1)</sup>            |  | S                              | 6,594 D \$ 40   | 6,618   | D  |                                   |
| Common stock                    |                                      |  |                                |   | 709   | I  | Stock Purchase Plan               |

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

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SEC 1474 (9-02)

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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 options                     | \$ 21.325<br><u>(2)</u>                                |                                      |  |                                |   | 01/22/2005   | 01/22/2014  | Common stock | 5,000<br><u>(2)</u>        |
| Employee stock options                     | \$ 21.325<br><u>(2)</u>                                |                                      |  |                                |   | 01/22/2006   | 01/22/2014  | Common stock | 5,000<br><u>(2)</u>        |
| Employee stock options                     | \$ 21.325<br><u>(2)</u>                                |                                      |  |                                |   | 01/22/2007   | 01/22/2014  | Common stock | 5,000<br><u>(2)</u>        |
| Employee stock options                     | \$ 30.635<br><u>(3)</u>                                |                                      |  |                                |   | 02/09/2007   | 02/09/2016  | Common stock | 6,666<br><u>(3) (4)</u>    |
| Employee stock options                     | \$ 30.635<br><u>(3)</u>                                |                                      |  |                                |   | 02/09/2008   | 02/09/2016  | Common stock | 6,666<br><u>(3) (4)</u>    |
| Employee stock options                     | \$ 30.635<br><u>(5)</u>                                |                                      |  |                                |   | 02/09/2009   | 02/09/2016  | Common stock | 6,668<br><u>(4) (5)</u>    |
| Employee stock options                     | \$ 23.0825<br><u>(6)</u>                               |                                      |  |                                |   | 02/07/2008   | 02/07/2017  | Common stock | 10,000<br><u>(6)</u>       |
| Employee stock options                     | \$ 23.0825<br><u>(6)</u>                               |                                      |  |                                |   | 02/07/2009   | 02/07/2017  | Common stock | 10,000<br><u>(6)</u>       |
| Employee stock options                     | \$ 23.0825<br><u>(6)</u>                               |                                      |  |                                |   | 02/07/2010   | 02/07/2017  | Common stock | 10,000<br><u>(6)</u>       |
| Employee stock options                     | \$ 19.225<br><u>(7)</u>                                |                                      |  |                                |   | 02/06/2009   | 02/06/2018  | Common stock | 13,764<br><u>(7)</u>       |

|                                      |                           |                            |             |              |                           |
|--------------------------------------|---------------------------|----------------------------|-------------|--------------|---------------------------|
| Employee stock options               | \$ 19.225<br><u>(7)</u>   | 02/06/2010                 | 02/06/2018  | Common stock | 13,764<br><u>(7)</u>      |
| Employee stock options               | \$ 19.225<br><u>(7)</u>   | 02/06/2011                 | 02/06/2018  | Common stock | 13,764<br><u>(7)</u>      |
| Restricted stock units<br><u>(8)</u> | \$ 19.225<br><u>(9)</u>   | 02/06/2011                 | <u>(10)</u> | Common stock | 10,470<br><u>(9)</u>      |
| Employee stock options               | \$ 17.1775<br><u>(11)</u> | 02/04/2010                 | 02/04/2019  | Common stock | 10,910<br><u>(4) (11)</u> |
| Employee stock options               | \$ 17.1775<br><u>(12)</u> | 02/04/2011                 | 02/04/2019  | Common stock | 10,912<br><u>(4) (12)</u> |
| Employee stock options               | \$ 17.1775<br><u>(12)</u> | 02/04/2012                 | 02/04/2019  | Common stock | 10,912<br><u>(4) (12)</u> |
| Restricted stock units<br><u>(8)</u> | \$ 17.1775<br><u>(13)</u> | 02/04/2012 <sup>(10)</sup> | <u>(10)</u> | Common stock | 14,414<br><u>(13)</u>     |
| Employee stock options               | \$ 26.2075<br><u>(14)</u> | 02/03/2011                 | 02/03/2020  | Common stock | 8,226<br><u>(14)</u>      |
| Employee stock options               | \$ 26.2075<br><u>(14)</u> | 02/03/2012                 | 02/03/2020  | Common stock | 8,226<br><u>(14)</u>      |
| Employee stock options               | \$ 26.2075<br><u>(15)</u> | 02/03/2013                 | 02/03/2020  | Common stock | 8,228<br><u>(15)</u>      |
| Restricted stock units<br><u>(8)</u> | \$ 26.2075<br><u>(16)</u> | 02/03/2013                 | <u>(10)</u> | Common stock | 6,892<br><u>(16)</u>      |

## Reporting Owners

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

## Signatures

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

10/13/2010

\_\_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 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.
- (4) Fractional shares are rounded to the nearest whole number
- (5) 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.
- (6) 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.
- (7) 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.
- (8) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (9) 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.
- (10) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.