

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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
							33,282
							22,924
							31,978
							22,924
							30,902

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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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SEC 1474
(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 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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