

JAMISON CYNTHIA T
 Form 4
 November 09, 2010

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 *
 JAMISON CYNTHIA T

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)
 11/05/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE
 (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 (D) or Price (A)		
Common stock	11/05/2010		M		4,000 A \$ 21.325	18,334	D
Common stock	11/05/2010		S		4,000 D \$ 41.8236	14,334	D
Common stock	11/05/2010		M		4,000 A \$ 18.1975	18,334	D
Common stock	11/05/2010		S		4,000 D \$ 41.8236	14,334	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,332	01/22/2005 01/22/2015	Common stock	1,332
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2006 01/22/2015	Common stock	1,334
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2007 01/22/2015	Common stock	1,334
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2007 02/02/2015	Common stock	1,000
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2008 02/02/2015	Common stock	1,000
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2009 02/02/2015	Common stock	1,000
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2010 02/02/2015	Common stock	1,000
Non-qualified stock option	\$ 32.2225 ⁽¹⁾					05/04/2007 05/04/2016	Common stock	4,000 ⁽¹⁾
Deferred stock units	\$ 32.2225 ⁽¹⁾					05/04/2007 ⁽²⁾	Common stock	620
Non-qualified stock option	\$ 25.6425 ⁽¹⁾					05/02/2008 05/02/2018	Common stock	4,000 ⁽¹⁾
Deferred stock units	\$ 25.6425 ⁽¹⁾					05/02/2008 ⁽²⁾	Common stock	780
Non-qualified stock option	\$ 18.2 ⁽¹⁾					05/01/2009 05/01/2018	Common stock	4,000 ⁽¹⁾

