

Crudele Anthony F
 Form 4
 February 09, 2011

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 *
 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)
			Code	V Amount (D) Price			
Common stock	02/07/2011		M ⁽⁴⁾	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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 Share
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

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. 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.