

SANDFORT GREGORY A

Form 4

September 13, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDFORT GREGORY A

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)
09/13/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres-Chief Merchandising Officer

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common stock	09/13/2011		M(2)	7,100	A (2) \$ 19.225	46,145	D
Common stock	09/13/2011		S(2)	7,100	D (2) \$ 66.27	39,045	D
Common stock						3,815	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**

SEC 1474
(9-02)

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 Shares
Employee stock option	\$ 20.2425					11/05/2008 11/05/2017	Common stock 4,940
Employee stock option	\$ 20.2425					11/05/2009 11/05/2017	Common stock 4,940
Employee stock option	\$ 20.2425					11/05/2010 11/05/2017	Common stock 4,940
Employee stock option	\$ 19.225	09/13/2011		S ⁽²⁾	7,100 (2)	02/06/2011 02/06/2018	Common stock 12,301
Employee stock option	\$ 17.1775					02/04/2010 02/04/2019	Common stock 19,640
Employee stock option	\$ 17.1775					02/04/2011 02/04/2019	Common stock 19,640
Employee stock option	\$ 17.1775					02/04/2012 02/04/2019	Common stock 19,640
Restricted stock units	\$ 17.1775					02/04/2012 ⁽¹⁾	Common stock 25,946
Employee stock option	\$ 26.2075					02/03/2011 02/03/2020	Common stock 20,566
Employee stock option	\$ 26.2075					02/03/2012 02/03/2020	Common stock 20,566

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Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	20,566
Restricted stock units	\$ 26.2075	02/03/2013	<u>(1)</u>	Common stock	17,230
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	12,948

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027			Pres-Chief Merchandising Officer	

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as
Attorney-in-fact

09/13/2011

____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) The restricted stock units vest at the end of the third anniversary of the date of the grant. Vested shares will be delivered to the reporting person on that anniversary date.

(2) Shares were acquired and sold pursuant to a 10b5-1 trading plan initiated by Mr. Sandfort on May 24, 2011.

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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