

VELLA KIMBERLY D

Form 4

February 09, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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)
02/08/2012

____ 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	02/08/2012		A ⁽²⁾		1,765	A ⁽²⁾	\$ 0	22,728	D	
Common stock								1,076	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 option	\$ 19.225							02/06/2009	02/06/2018	Common stock	13,764
Employee stock option	\$ 19.225							02/06/2010	02/06/2018	Common stock	13,764
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	13,764
Employee stock option	\$ 17.1175							02/04/2010	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175							02/04/2011	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175							02/04/2012	02/04/2019	Common stock	10,912
Employee stock option	\$ 26.2075							02/03/2011	02/03/2020	Common stock	8,226
Employee stock option	\$ 26.2075							02/03/2012	02/03/2020	Common stock	8,227
Employee stock option	\$ 26.2075							02/03/2013	02/03/2020	Common stock	8,227
Restricted stock units	\$ 26.2075 (1)							02/03/2013	(1)	Common stock	6,892 (1)
Employee stock	\$ 51.695							02/02/2012	02/02/2021	Common stock	5,180

option

Employee stock option	\$ 51.695				02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695				02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695				02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 85.08	02/08/2012	A	4,528	02/08/2013	02/08/2022	Common stock	4,528
Employee stock option	\$ 85.08	02/08/2012	A	4,527	02/08/2014	02/08/2022	Common stock	4,527
Employee stock option	\$ 85.08	02/08/2012	A	4,527	02/08/2015	02/08/2022	Common stock	4,527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as
Attorney-in-fact 02/09/2012

__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) Restricted stock units vest at the end of the third anniversary date of the date of grant and will be delivered to the reporting person on that date unless a deferral is elected.
- Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.
- (2) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

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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