WRIGHT JAMES F
Form 4
February 09, 2012

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT JAMES F

(Last) (First) (Middle)

200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman-CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/07/2012		M (3)		75,000	A (3)	$ 16.34	432,851	D	
Common stock	02/07/2012		S (3)		75,000	D (3)	$ 84.95	357,851	D	
Common stock	02/08/2012		A (2)		12,000	A (2)	$ 0	369,851	D	
Common stock								2,651	I	2010 Grandchildren's Trust
Common stock								15,644	I	Trust

Common stock	8,856	I	Stock purchase plan

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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee stock option	$ 16.34	02/07/2012		M (2)			75,000 (2)	10/01/2007	10/01/2014	Common stock	75
Employee stock option	$ 18.1975							02/02/2007	02/02/2015	Common stock	30
Employee stock option	$ 18.1975							02/02/2008	02/02/2015	Common stock	24
Employee stock option	$ 18.1975							02/02/2009	02/02/2015	Common stock	24
Employee stock option	$ 18.1975							02/02/2010	02/02/2015	Common stock	24
Employee stock option	$ 30.635							02/09/2007	02/09/2016	Common stock	53
Employee stock option	$ 30.635							02/09/2008	02/09/2016	Common stock	53
Employee stock option	$ 30.635							02/09/2009	02/09/2016	Common stock	53
	$ 23.0825							02/07/2008	02/07/2017		39

Employee stock option				Common stock	
Employee stock option	$ 23.0825	02/07/2009	02/07/2017	Common stock	39
Employee stock option	$ 23.0825	02/07/2010	02/07/2017	Common stock	39
Employee stock option	$ 19.225	02/06/2009	02/06/2018	Common stock	53
Employee stock option	$ 19.225	02/06/2010	02/06/2018	Common stock	53
Employee stock option	$ 19.225	02/06/2011	02/06/2018	Common stock	48
Restricted stock units	$ 19.225	02/06/2011	(1)	Common stock	40
Employee stock option	$ 17.1175	02/04/2010	02/04/2019	Common stock	82
Employee stock option	$ 17.1175	02/04/2011	02/04/2019	Common stock	82
Employee stock option	$ 17.1175	02/04/2012	02/04/2019	Common stock	82
Employee stock option	$ 26.2075	02/03/2011	02/03/2020	Common stock	55
Employee stock option	$ 26.2075	02/03/2012	02/03/2020	Common stock	55
Employee stock option	$ 26.2075	02/03/2013	02/03/2020	Common stock	55
Restricted stock units	$ 26.2075	02/03/2013	(1)	Common stock	46
Employee stock option	$ 51.695	02/02/2012	02/02/2021	Common stock	35

Employee stock option	$ 51.695				02/02/2013	02/02/2021	Common stock	35
Employee stock option	$ 51.695				02/02/2014	02/02/2021	Common stock	35
Employee stock option	$ 85.08	02/08/2012	A	30,785	02/08/2013	02/08/2022	Common stock	30
Employee stock option	$ 85.08	02/08/2012	A	30,785	02/08/2014	02/08/2022	Common stock	30
Employee stock option	$ 85.08	02/08/2012	A	30,785	02/08/2015	02/08/2022	Common stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman-CEO	

Signatures

James F. Wright 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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.

(2) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. 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.

(3) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Wright on 11/02/2011.

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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