

VELLA KIMBERLY D
Form 4
September 13, 2010

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 *
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)
09/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Human Resources

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	09/09/2010 ⁽¹⁾		M ⁽¹⁾	9,337 A \$ 18.1975	22,549 ⁽²⁾	D	
Common stock	09/09/2010 ⁽¹⁾		S ⁽¹⁾	9,337 D \$ 37.5	13,212 ⁽²⁾	D	
Common stock					574 ⁽³⁾	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 options	\$ 21.325 <u>(4)</u>					01/22/2005	01/22/2014	Common stock	5,000 <u>(4)</u>
Employee stock options	\$ 21.325 <u>(4)</u>					01/22/2006	01/22/2014	Common stock	5,000 <u>(4)</u>
Employee stock options	\$ 21.325 <u>(4)</u>					01/22/2007	01/22/2014	Common stock	5,000 <u>(4)</u>
Employee stock options	\$ 18.1975 <u>(5)</u>	09/09/2010 ⁽¹⁾		<u>M</u> ⁽¹⁾	3,750	02/02/2007	02/02/2015	Common stock	3,750 <u>(5)</u>
Employee stock options	\$ 18.1975 <u>(5)</u>	09/09/2010 ⁽¹⁾		<u>M</u> ⁽¹⁾	3,750	02/02/2008	02/02/2015	Common stock	3,750 <u>(5)</u>
Employee stock options	\$ 18.1975 <u>(5)</u>	09/09/2010 ⁽¹⁾		<u>M</u> ⁽¹⁾	1,837	02/02/2009	02/02/2015	Common stock	1,837 <u>(5)</u>
Employee stock options	\$ 18.1975 <u>(5)</u>					02/02/2010	02/02/2015	Common stock	3,750 <u>(5)</u>
Employee stock options	\$ 30.635 <u>(6)</u>					02/09/2007	02/09/2016	Common stock	6,666 <u>(6)</u>
Employee stock options	\$ 30.635 <u>(6)</u>					02/09/2008	02/09/2016	Common stock	6,666 <u>(6)</u>
Employee stock	\$ 30.635 <u>(8)</u>					02/09/2009	02/09/2016	Common stock	6,666 <u>(7)</u>

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options					
Employee stock options	\$ 23.0825 <u>(9)</u>	02/07/2008	02/07/2017	Common stock	10,000 <u>(9)</u>
Employee stock options	\$ 23.0825 <u>(9)</u>	02/07/2009	02/07/2017	Common stock	10,000 <u>(9)</u>
Employee stock options	\$ 23.0825 <u>(9)</u>	02/07/2010	02/07/2017	Common stock	10,000 <u>(9)</u>
Employee stock options	\$ 19.225 <u>(10)</u>	02/06/2009	02/06/2018	Common stock	13,750 <u>(10)</u>
Employee stock options	\$ 19.225 <u>(10)</u>	02/06/2010	02/06/2018	Common stock	13,750 <u>(10)</u>
Employee stock options	\$ 19.225 <u>(10)</u>	02/06/2011	02/06/2018	Common stock	13,750 <u>(10)</u>
Restricted stock units <u>(11)</u>	\$ 19.225 <u>(12)</u>	02/06/2011	<u>(13)</u>	Common stock	10,400 <u>(12)</u>
Employee stock options	\$ 17.1775 <u>(14)</u>	02/04/2010	02/04/2019	Common stock	10,900 <u>(7) (14)</u>
Employee stock options	\$ 17.1775 <u>(15)</u>	02/04/2011	02/04/2019	Common stock	10,900 <u>(7) (15)</u>
Employee stock options	\$ 17.1775 <u>(15)</u>	02/04/2012	02/04/2019	Common stock	10,900 <u>(7) (15)</u>
Restricted stock units <u>(11)</u>	\$ 17.1775 <u>(16)</u>	02/04/2012 ⁽¹³⁾	<u>(13)</u>	Common stock	14,400 <u>(16)</u>
Employee stock options	\$ 26.2075 <u>(17)</u>	02/03/2011	02/03/2020	Common stock	8,220 <u>(17)</u>
Employee stock options	\$ 26.2075 <u>(17)</u>	02/03/2012	02/03/2020	Common stock	8,220 <u>(17)</u>
Employee stock options	\$ 26.2075 <u>(18)</u>	02/03/2013	02/03/2020	Common stock	8,220 <u>(18)</u>

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This option was previously reported as covering 5,456 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

- (16) This option was previously reported as covering 7,207 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (17) This option was previously reported as covering 4,113 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (18) This option was previously reported as covering 4,114 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (19) This option was previously reported as covering 3,446 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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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