

TRACTOR SUPPLY CO /DE/
Form 4
January 12, 2015

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 *
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)
C/O TRACTOR SUPPLY
COMPANY, 5401 VIRGINIA WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President CEO

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 Ownership (Instr. 4)
				Code	V Amount Price			
Common stock	01/08/2015		M ⁽¹⁾		A \$ 27,420 13.1038	62,622	D	
Common stock	01/08/2015		S ⁽¹⁾		D \$ 27,420 80.0063	35,202	D	
Common stock	01/08/2015		M ⁽¹⁾		A \$ 25,896 25.8475	61,098	D	
Common stock	01/08/2015		S ⁽¹⁾		D \$ 25,896 80.0063	35,202	D	
Common stock	01/08/2015		M ⁽¹⁾		A \$ 22,636 42.54	57,838	D	

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Common stock	01/08/2015	<u>S</u> ⁽¹⁾	22,636	<u>D</u> ⁽¹⁾	\$ 80.0063	35,202	D	
Common stock						1,254	I	Stock Purchase Plan
Common stock						105,855	I	LLC II
Common stock						86,296	I	LLC I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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	\$ 13.1038	01/08/2015		M	27,420	<u>(2)</u> 02/03/2020	Common stock 82,264
Employee stock option	\$ 25.8475	01/08/2015		M	25,896	<u>(3)</u> 02/02/2021	Common stock 77,688
Employee stock option	\$ 42.54	01/08/2015		M	22,636	<u>(4)</u> 02/08/2022	Common stock 67,908

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY	X		President CEO	

5401 VIRGINIA WAY
BRENTWOOD, TN 37027

Signatures

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

01/12/2015

__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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Sandfort on 11/10/14.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 3, 2011, 33 1/3% on February 3, 2012 and 33 1/3% on February 3, 2013.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014.
- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015.

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.