

WRIGHT JAMES F

Form 4

February 11, 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 *
WRIGHT JAMES F

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)
02/09/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chairman-CEO

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 (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)
Common stock	02/09/2011		G ⁽⁴⁾	48,204 A \$ 0	267,541	D	
Common stock	02/09/2011		G ⁽⁴⁾	48,204 D \$ 0	0	I	Grantor Retained Annuity Trust
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644 ⁽¹⁾	I	Trust
					8,356 ⁽¹⁾	I	

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Common
stock

Stock purchase
plan

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	\$ 9.82					01/23/2006 01/23/2013	Common stock 50,000
Employee stock option	\$ 21.325 (1)					01/22/2007 01/22/2014	Common stock 90,000 (1)
Employee stock option	\$ 16.34 (1)					10/01/2007 10/01/2014	Common stock 75,000 (1)
Employee stock option	\$ 18.1975 (1)					02/02/2007 02/02/2015	Common stock 30,000 (1)
Employee stock option	\$ 18.1975 (1)					02/02/2008 02/02/2015	Common stock 30,000 (1)
Employee stock option	\$ 18.1975 (1)					02/02/2009 02/02/2015	Common stock 30,000 (1)
Employee stock option	\$ 18.1975 (1)					02/02/2010 02/02/2015	Common stock 30,000 (1)
						02/09/2007 02/09/2016	

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Employee stock option	\$ 30.635 <u>(1)</u>			Common stock	53,332 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 30.635	02/09/2008	02/09/2016	Common stock	53,334 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>	02/09/2009	02/09/2016	Common stock	53,334 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2008	02/07/2017	Common stock	39,666 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2009	02/07/2017	Common stock	39,666 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2010	02/07/2017	Common stock	39,668 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2009	02/06/2018	Common stock	53,552 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2010	02/06/2018	Common stock	53,554 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2011	02/06/2018	Common stock	53,554 <u>(1)</u> <u>(3)</u>
Restricted stock units	\$ 19.225 <u>(1)</u>	02/06/2011 ⁽¹⁾	⁽²⁾	Common stock	40,736 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2010	02/04/2019	Common stock	82,924 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2011	02/04/2019	Common stock	82,924 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2012	02/04/2019	Common stock	82,924 <u>(1)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>	02/04/2012	⁽²⁾	Common stock	109,550 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2011	02/03/2020	Common stock	55,940 <u>(1)</u>

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Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	55,940 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	55,938 (1)
Restricted stock units	\$ 26.2075	02/03/2013	(2)	Common stock	46,864 (1)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	35,218
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	35,219
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	35,218

Reporting Owners

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

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 02/11/2011

__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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) 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.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) Transaction represents transfer of shares from GRAT to Direct Ownership.

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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