

Crudele Anthony F  
Form 4  
February 07, 2012

**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**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crudele Anthony 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)  
02/04/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP-Chief Financial Officer

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	02/04/2012		M <sup>(3)</sup>	25,946	\$ 81.05 58,000	D	
Common stock	02/04/2012		F <sup>(4)</sup>	9,221	\$ 81.05 48,779	D	
Common stock	02/07/2012		M <sup>(2)</sup>	4,286	\$ 23.0825 53,065	D	
Common stock	02/07/2012		S <sup>(2)</sup>	4,286	\$ 82.5 48,779	D	
Common stock					6,143	I	Stock Purchase Plan

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

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SEC 1474  
(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 Share
Employee stock option	\$ 24.1025							09/26/2007	09/26/2015	Common stock	148
Employee stock option	\$ 24.1025							09/26/2008	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025							09/26/2009	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025							09/26/2010	09/26/2015	Common stock	4,556
Employee stock option	\$ 23.0825	02/07/2012		<u>M</u> <sup>(2)</sup>		4,286	<u>(2)</u>	02/07/2009	02/07/2017	Common stock	6,618
Employee stock option	\$ 23.0825							02/07/2010	02/07/2017	Common stock	12,668
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	11,817
Employee stock option	\$ 17.1175							02/04/2011	02/04/2019	Common stock	19,640
Employee stock option	\$ 17.1175							02/04/2012	02/04/2019	Common stock	19,640

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Restricted stock units	\$ 81.05	02/04/2012	M <sup>(3)</sup>	25,946 <sup>(3)</sup>	02/04/2012	<sup>(1)</sup>	Common stock	25,946
Employee stock option	\$ 26.2075				02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075				02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075				02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 <sup>(1)</sup>				02/03/2013	<sup>(1)</sup>	Common stock	12,406 <sup>(1)</sup>
Employee stock option	\$ 51.695				02/02/2012	02/02/2021	Common stock	9,322
Employee stock option	\$ 51.695				02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695				02/02/2014	02/02/2021	Common stock	9,323

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

## Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 02/07/2012

                    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 of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.
- (2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele on 10/31/2011.
- (3) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and the conversion to shares of common stock as reflected on Table I.

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- (4) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.

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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