

VELLA KIMBERLY D
Form 4
February 27, 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

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(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)
02/23/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP-Chief People 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)
			Code	V	Amount	(A) or (D)	Price		
Common stock	02/23/2012		S ⁽²⁾		3,400	D ⁽²⁾	\$ 85	19,328	D
Common stock	02/24/2012		M ⁽³⁾		789	A ⁽³⁾	\$ 19.225	20,117	D
Common stock	02/24/2012		S ⁽³⁾		789	D ⁽³⁾	\$ 85.01	19,328	D
Common stock	02/27/2012		M ⁽³⁾		35,300	A ⁽³⁾	\$ 19.225	54,628	D
Common stock	02/27/2012		S ⁽³⁾		25,700	D ⁽³⁾	\$ 85.51	28,928	D

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Common stock	02/27/2012		<u>S</u> (3)	9,600	<u>D</u> (3)	\$ 86.37	19,328	D
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Common stock							1,076	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	\$ 19.225	02/24/2012 ⁽⁴⁾		<u>M</u> (3)	13,764 ₍₃₎	02/06/2009 02/06/2018	Common stock 13,764
Employee stock option	\$ 19.225	02/27/2012		<u>M</u> (3)	13,764 ₍₃₎	02/06/2010 02/06/2018	Common stock 13,764
Employee stock option	\$ 19.225	02/27/2012		<u>M</u> (3)	8,561 ₍₃₎	02/06/2011 02/06/2018	Common stock 13,764
Employee stock option	\$ 17.1175					02/04/2010 02/04/2019	Common stock 10,911
Employee stock option	\$ 17.1175					02/04/2011 02/04/2019	Common stock 10,911
Employee stock option	\$ 17.1175					02/04/2012 02/04/2019	Common stock 10,912
Employee stock option	\$ 26.2075					02/03/2011 02/03/2020	Common stock 8,226

Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	8,227
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	8,227
Restricted stock units	\$ 26.2075 <u>(1)</u>	02/03/2013	<u>(1)</u>	Common stock	6,892 <u>(1)</u>
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	5,180
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 85.08	02/08/2013	02/08/2022	Common stock	4,528
Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	4,527
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	4,527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/27/2012

 **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 date of the date of grant and will be delivered to the reporting person on that date unless a deferral is elected.
- (2) This transaction was made pursuant to a 10b5-1 plan established by Ms. Vella on 11/9/2011.
- (3) This transaction was made pursuant to a 10b5-1 plan established by Ms. Vella on 02/06/2012.
- (4) Grant exercised over a two day period. 789 shares were exercised and sold on 2/24/2012. The remaining 12,975 shares were exercised and sold on 2/27/2012.

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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