

Bingleman John C
Form 4
December 10, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bingleman John C

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, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) A (1)	Price		
Common Stock	12/06/2012		M <u>(1)</u>		7,000	A (1)	\$ 21.34	54,576	D
Common Stock	12/06/2012		M <u>(1)</u>		4,000	A (1)	\$ 32.2225	58,576	D
Common Stock	12/06/2012		M <u>(1)</u>		4,000	A (1)	\$ 25.6425	62,576	D
Common Stock	12/06/2012		M <u>(1)</u>		4,000	A (1)	\$ 18.2025	66,576	D
Common stock								3,896 <u>(2)</u>	D

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 21.34	12/06/2012		M	1,750	10/19/2007	10/19/2015	Common stock	1,750
Non-qualified stock option	\$ 21.34	12/06/2012		M	1,750	10/19/2008	10/19/2015	Common stock	1,750
Non-qualified stock option	\$ 21.34	12/06/2012		M	1,750	10/19/2009	10/19/2015	Common stock	1,750
Non-qualified stock option	\$ 21.34	12/06/2012		M	1,750	10/19/2010	10/19/2015	Common stock	1,750
Non-qualified stock option	\$ 32.2225	12/06/2012		M	4,000	05/04/2007	05/04/2016	Common stock	4,000
Deferred stock units	\$ 32.2225					05/04/2007	(3)	Common stock	620
Non-qualified stock option	\$ 25.6425	12/06/2012		M	4,000	05/02/2008	05/02/2017	Common stock	4,000
Deferred stock units	\$ 25.6425					05/02/2008	(3)	Common stock	780
Non-qualified stock option	\$ 18.2025	12/06/2012		M	4,000	05/01/2009	05/01/2018	Common stock	4,000
Deferred stock units	\$ 18.2025					05/01/2009	(3)	Common stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

Bingleman John C
C/O TRACTOR SUPPLY COMPANY X
200 POWELL PLACE
BRENTWOOD, TN 37027

Signatures

John C. Bingleman by: /s/ Kurt D. Barton as 12/10/2012
Attorney-in-fact

____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) Transaction represents an exercise and hold of stock options.
- (2) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest one year from the date of the grant.
- (3) Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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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