

WRIGHT JAMES F
Form 4
February 06, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)
02/03/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman-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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/03/2013		M ⁽²⁾	A (2)	\$ 46,864 103.41	D	
Common Stock	02/03/2013		F ⁽³⁾	D (3)	\$ 18,260 103.41	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644	I	Trust
Common stock					9,201	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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(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	\$ 23.0825					02/07/2008 02/07/2017	Common stock 39,666
Employee stock option	\$ 23.0825					02/07/2009 02/07/2017	Common stock 39,666
Employee stock option	\$ 23.0825					02/07/2010 02/07/2017	Common stock 39,668
Employee stock option	\$ 19.225					02/06/2009 02/06/2018	Common stock 53,552
Employee stock option	\$ 19.225					02/06/2010 02/06/2018	Common stock 53,554
Employee stock option	\$ 19.225					02/06/2011 02/06/2018	Common stock 48,353
Restricted stock units	\$ 19.225					02/06/2011 <u>(1)</u>	Common stock <u>(1)</u> 40,736
Employee stock option	\$ 17.1175					02/04/2010 02/04/2019	Common stock 82,924
Employee stock option	\$ 17.1175					02/04/2011 02/04/2019	Common stock 82,924

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Employee stock option	\$ 17.1175					02/04/2012	02/04/2019	Common stock	82,924
Employee stock option	\$ 26.2075					02/03/2011	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075					02/03/2012	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075					02/03/2013	02/03/2020	Common stock	55,938
Restricted stock units	\$ 26.2075	02/03/2013		M	46,864	02/03/2013	<u>(1)</u>	Common stock	46,864
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
Employee stock option	\$ 85.08					02/08/2013	02/08/2022	Common stock	30,785
Employee stock option	\$ 85.08					02/08/2014	02/08/2022	Common stock	30,785
Employee stock option	\$ 85.08					02/08/2015	02/08/2022	Common stock	30,785

Reporting Owners

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

Signatures

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

02/06/2013

__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) 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 unless a deferral is elected.
- (2) 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.
- (3) 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. 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.