

WRIGHT JAMES F  
Form 4  
March 17, 2010

**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)  
03/16/2010

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	03/16/2010		M <sup>(1)</sup>		50,216	A	\$ 3.3574
Common stock	03/16/2010		S <sup>(1)</sup>		50,216	D	\$ 60
Common stock							3,713
Common stock							4,489
						I	Stock Purchase Plan
						I	Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option	\$ 3.3574	03/16/2010		M <sup>(1)</sup>		50,216	01/25/2006	01/25/2011	Common stock	50,216
Employee stock option	\$ 8.9075						01/24/2005	01/24/2012	Common stock	105,000
Employee stock option	\$ 19.64						01/23/2006	01/23/2013	Common stock	80,000
Employee stock option	\$ 42.65						01/22/2007	01/22/2014	Common stock	45,000
Employee stock option	\$ 32.68						10/01/2007	10/01/2014	Common stock	37,500
Employee stock option	\$ 36.395						02/02/2007	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395						02/02/2008	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395						02/02/2009	02/02/2015	Common stock	15,000
Employee stock option	\$ 36.395						02/02/2010	02/02/2015	Common stock	15,000
	\$ 61.27						02/09/2007	02/09/2016		

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Employee stock option				Common stock	26,666 <u>(2)</u>
Employee stock option	\$ 61.27	02/09/2008	02/09/2016	Common stock	26,666 <u>(2)</u>
Employee stock option	\$ 61.27	02/09/2009	02/09/2016	Common stock	26,666 <u>(2)</u>
Employee stock option	\$ 46.165	02/07/2008	02/07/2017	Common stock	19,833 <u>(2)</u>
Employee stock option	\$ 46.165	02/07/2009	02/07/2017	Common stock	19,833 <u>(2)</u>
Employee stock option	\$ 46.165	02/07/2010	02/07/2017	Common stock	19,833 <u>(2)</u>
Employee stock option	\$ 38.45	02/06/2009	02/06/2018	Common stock	26,777 <u>(2)</u>
Employee stock option	\$ 38.45	02/06/2010	02/06/2018	Common stock	26,777 <u>(2)</u>
Employee stock option	\$ 38.45	02/06/2011	02/06/2018	Common stock	26,777 <u>(2)</u>
Restricted stock units <u>(3)</u>	\$ 38.45	02/06/2011	<u>(4)</u>	Common stock	20,368
Employee stock option	\$ 34.355	02/04/2010	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355	02/04/2011	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355	02/04/2012	02/04/2019	Common stock	41,462
Restricted stock units <u>(3)</u>	\$ 34.355	02/04/2012	<u>(4)</u>	Common stock	54,773
Employee stock	\$ 52.415	02/03/2011	02/03/2020	Common stock	27,970

