

BRAUD S P
Form 4
April 30, 2010

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 *
BRAUD S P

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)
04/29/2010

☒ 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 Ownership (Instr. 4)
Common Stock	04/29/2010		M	(A) or (D) 1,288 (1) A	\$ 67.03	3,288	D

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
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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)

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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)	8. Date of Exercise or Expiration (Month/Day/Year)	9. Title of Underlying Security	10. Amount of Underlying Security
				Code	V	(A)	(D)			
Non-Qualified Stock Options	\$ 19.64					01/23/2006	01/23/2013		Common stock	1
Non-Qualified Stock Options	\$ 42.65					01/22/2005	01/22/2014		Common stock	6
Non-Qualified Stock Options	\$ 42.65					01/22/2006	01/22/2014		Common stock	6
Non-Qualified Stock Options	\$ 42.65					01/22/2007	01/22/2014		Common stock	6
Non-Qualified Stock Options	\$ 36.395					02/02/2007	02/02/2015		Common stock	
Non-Qualified Stock Options	\$ 36.395					02/02/2008	02/02/2015		Common stock	
Non-Qualified Stock Options	\$ 36.395					02/02/2009	02/02/2015		Common stock	
Non-Qualified Stock Options	\$ 36.395					02/02/2010	02/02/2015		Common stock	
Non-Qualified Stock Options	\$ 64.445					05/04/2007	05/04/2016		Common stock	2
Deferred stock units ⁽³⁾	\$ 64.445					05/04/2007 ⁽⁴⁾	⁽⁴⁾		Common stock	
Non-Qualified Stock Options	\$ 51.285					05/02/2008	05/02/2018		Common stock	2
Deferred stock units ⁽³⁾	\$ 51.285					05/02/2008 ⁽⁴⁾	⁽⁴⁾		Common stock	
Non-Qualified Stock Options	\$ 36.4					05/01/2009	05/01/2018		Common stock	2
Deferred stock units ⁽³⁾	\$ 36.4					05/01/2009 ⁽⁴⁾	⁽¹⁾⁽⁴⁾		Common stock	
Deferred stock units ⁽³⁾	\$ 67.03 ⁽⁵⁾	04/28/2010		M ⁽¹⁾	1,288	04/28/2010 ⁽⁶⁾	⁽¹⁾⁽⁶⁾		Common stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRAUD S P 200 POWELL PLACE BRENTWOOD, TN 37027	X

Signatures

S.P. Braud By: /s/ Kurt D. Barton, as
Attorney-in-Fact

04/30/2010

____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) Represents issuance of deferred stock units and conversion to shares of common stock.
- (2) Fractional shares are rounded to the nearest whole number.
- (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The deferred stock units vest on the first anniversary of the date of grant. 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.
- (5) Represents the market price at the date of issuance.
- (6) In connection with Mr. Braud's retirement from the Board of Directors, the Compensation Committee approved the acceleration of unvested shares as of April 29, 2010, the effective date of retirement.

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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