

TRACTOR SUPPLY CO /DE/  
Form 4  
September 09, 2013

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**09/05/2013**

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

**BRENTWOOD, TN 37027**  
  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                                       |
| Common Stock                    | 09/05/2013                           |                                                    | M <sup>(1)</sup>               | A                                                                 | \$ 17.1175                                                                                    | 340,129                                                  | D                                                     |
| Common Stock                    | 09/05/2013                           |                                                    | S                              | D                                                                 | \$ 125                                                                                        | 340,099                                                  | D                                                     |
| Common Stock                    | 09/06/2013                           |                                                    | M <sup>(1)</sup>               | A                                                                 | \$ 17.1175                                                                                    | 341,442                                                  | D                                                     |
| Common Stock                    | 09/06/2013                           |                                                    | S                              | D                                                                 | \$ 125                                                                                        | 340,099                                                  | D                                                     |
| Common Stock                    | 09/09/2013                           |                                                    | M <sup>(1)</sup>               | A                                                                 | \$ 17.1175                                                                                    | 388,726                                                  | D                                                     |

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|              |            |   |        |   |        |         |   |                            |
|--------------|------------|---|--------|---|--------|---------|---|----------------------------|
| Common Stock | 09/09/2013 | S | 48,627 | D | \$ 125 | 340,099 | D |                            |
| Common stock |            |   |        |   |        | 2,651   | I | 2010 Grandchildren's Trust |
| Common stock |            |   |        |   |        | 15,644  | I | Trust                      |
| Common stock |            |   |        |   |        | 9,478   | I | Stock purchase plan        |

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                              |
| Restricted stock units                     | \$ 19.225                                              |                                      |                                                    |                                |                                                                                         | 02/06/2011 (2)                                           | Common stock 40,736 (2)                                       |
| Employee stock option                      | \$ 17.1175                                             | 09/05/2013                           |                                                    | M                              | 50,000                                                                                  | 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                                           |
| Employee stock option                      | \$ 17.1175                                             |                                      |                                                    |                                |                                                                                         | 02/04/2012 02/04/2019                                    | Common stock 77,083                                           |
| Employee stock option                      | \$ 26.2075                                             |                                      |                                                    |                                |                                                                                         | 02/03/2011 02/03/2020                                    | Common stock 55,940                                           |
| Employee stock                             | \$ 26.2075                                             |                                      |                                                    |                                |                                                                                         | 02/03/2012 02/03/2020                                    | Common stock 55,940                                           |

|                       |            |            |            |              |        |
|-----------------------|------------|------------|------------|--------------|--------|
| option                |            |            |            |              |        |
| Employee stock option | \$ 26.2075 | 02/03/2013 | 02/03/2020 | Common stock | 55,938 |
| 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<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               | X         |         |       |

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 09/09/2013

\_\_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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Wright on 5/7/2013.

(2) 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.

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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