

SANDFORT GREGORY A
Form 4
October 22, 2008

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 *
SANDFORT GREGORY A

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)
10/22/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Chief Merchandis Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock | 10/22/2008 | | A ⁽¹⁾ | 2,121 A \$ 33 | 7,121 | D | |

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)

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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 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|-------------------------------|
| Employee stock options | \$ 40.485 | | | | | 11/05/2008 11/05/2017 | Common stock | 6,333 (2) |
| Employee stock options | \$ 40.485 | | | | | 11/05/2009 11/05/2017 | Common stock | 6,333 (2) |
| Employee stock options | \$ 40.485 | | | | | 11/05/2010 11/05/2017 | Common stock | 6,334 (2) |
| Restricted stock units (3) | \$ 40.485 | | | | | 11/05/2010(4) (4) | Common stock | 5,500 |
| Employee stock options | \$ 38.45 | | | | | 02/06/2009 02/06/2018 | Common stock | 8,508 (2) |
| Employee stock options | \$ 38.45 | | | | | 02/06/2010 02/06/2018 | Common stock | 8,509 (2) |
| Employee stock options | \$ 38.45 | | | | | 02/06/2011 02/06/2018 | Common stock | 8,509 (2) |
| Restricted stock units (3) | \$ 38.45 | | | | | 02/06/2011 (4) | Common stock | 6,472 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY | | | EVP - Chief Merchandis | |

200 POWELL PLACE
BRENTWOOD, TN 37027

Officer

Signatures

Gregory Sandfort, by: /s/ David C. Lewis, as
Attorney-in-Fact

10/22/2008

__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 was executed in connection with a trading plan established by Mr. Sandfort on August 14, 2008 under Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Fractional shares are rounded to the nearest whole number.
- (3) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.