

Crudele Anthony F
Form 4
October 31, 2011

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 *
Crudele Anthony 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)
10/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial 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 Price			
Common stock	10/27/2011		M(2)	6,824 A(2)	\$ 30.635	38,878	D
Common stock	10/27/2011		S(2)	6,824 D(2)	\$ 74.5	32,054	D
Common stock						6,045	I Stock Purchase Plan

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

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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	\$ 24.1025					09/26/2007 09/26/2015	Common stock 148
Employee stock option	\$ 24.1025					09/26/2008 09/26/2015	Common stock 4,148
Employee stock option	\$ 24.1025					09/26/2009 09/26/2015	Common stock 4,148
Employee stock option	\$ 24.1025					09/26/2010 09/26/2015	Common stock 4,556
Employee stock option	\$ 30.635	10/27/2011		<u>M</u> ⁽²⁾	<u>6,666</u> ⁽²⁾	02/09/2008 02/09/2016	Common stock 6,666
Employee stock option	\$ 30.635	10/27/2011		<u>M</u> ⁽²⁾	<u>158</u> ⁽²⁾	02/09/2009 02/09/2016	Common stock 13,334
Employee stock option	\$ 23.0825					02/07/2009 02/07/2017	Common stock 334
Employee stock option	\$ 23.0825					02/07/2010 02/07/2017	Common stock 12,668
Employee stock option	\$ 19.225					02/06/2011 02/06/2018	Common stock 11,817
Employee stock	\$ 17.1175					02/04/2011 02/04/2019	Common stock 19,640

option					
Employee stock option	\$ 17.1175	02/04/2012	02/04/2019	Common stock	19,640
Restricted stock units	\$ 17.1175 (1)	02/04/2012	(1)	Common stock	25,946 (1)
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(1)	Common stock	12,406 (1)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	9,322
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	9,323

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 10/31/2011

**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)

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Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.

(2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele.

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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