

Stanton Alexander L
 Form 4
 December 06, 2012

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 *
 Stanton Alexander L

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)
 12/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP Supply Chain

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 | 12/04/2012 | | M | | 4,000 (1) \$ 33.2075 | D | |
| Common Stock | 12/04/2012 | | M | | 2,200 (1) \$ 23.08 | D | |
| Common Stock | | | | | 8,098 (2) | D | |
| Common Stock | | | | | 71 | 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 |
| Employee Stock Option | \$ 33.2075 | 12/04/2012 | | M | 3,011 | 03/30/2007 03/30/2016 | Employee Stock Option 3,011 |
| Employee Stock Option | \$ 33.2075 | 12/04/2012 | | M | 989 | 03/30/2008 03/30/2016 | Employee Stock Option 3,011 |
| Employee Stock Option | \$ 33.2075 | | | | | 03/30/2009 03/30/2016 | Employee Stock Option 3,011 |
| Employee Stock Option | \$ 33.2075 | | | | | 03/30/2008 03/30/2016 | Employee Stock Option 2,311 |
| Employee Stock Option | \$ 33.2075 | | | | | 03/30/2009 03/30/2016 | Employee Stock Option 3,656 |
| Employee Stock Option | \$ 23.0825 | | | | | 02/07/2008 02/07/2017 | Employee Stock Option 6,333 |
| Employee Stock Option | \$ 23.0825 | | | | | 02/07/2009 02/07/2017 | Employee Stock Option 6,333 |
| Employee Stock Option | \$ 23.0825 | | | | | 02/07/2010 02/07/2017 | Employee Stock Option 2,002 |
| Employee Stock | \$ 23.0825 | 12/04/2012 | | M | 2,200 | 02/07/2010 02/07/2017 | Employee Stock 2,200 |

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| | | | | | |
|----------|------------|------------|------------|----------|-------|
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 17.1175 | 02/04/2012 | 02/04/2019 | Stock | 5,841 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 26.2075 | 02/03/2011 | 02/03/2020 | Stock | 5,758 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 26.2075 | 02/03/2012 | 02/03/2020 | Stock | 5,759 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 26.2075 | 02/03/2013 | 02/03/2020 | Stock | 5,759 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 51.695 | 02/02/2012 | 02/02/2021 | Stock | 3,626 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 51.695 | 02/02/2013 | 02/02/2021 | Stock | 3,625 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 51.695 | 02/02/2014 | 02/02/2021 | Stock | 3,625 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 85.08 | 02/08/2013 | 02/08/2022 | Stock | 3,169 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 85.08 | 02/08/2014 | 02/08/2022 | Stock | 3,169 |
| Option | | | | Option | |
| Employee | | | | Employee | |
| Stock | \$ 85.08 | 02/08/2015 | 02/08/2022 | Stock | 3,169 |
| Option | | | | Option | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027 | | | Senior VP Supply Chain | |

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as
Attorney-in-fact

12/06/2012

__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 represents an exercise and hold of stock options.

Represents restricted stock units granted under the Tractor Supply Company 2009 Stock Incentive Plan. Each restricted stock unit

(2) represents a contingent right to receive one share of Tractor Supply Company common stock. The restricted stock units vest on the third anniversary of the date of grant.

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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