

RUTA STANLEY L
Form 4
April 23, 2009

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 *
RUTA STANLEY 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)
04/21/2009

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	04/21/2009		M ⁽¹⁾	7,500	A \$ 3,3574	36,927	D
Common Stock	04/21/2009		S ⁽¹⁾	7,500	D \$ 42	29,427	D
Common stock						4,701	I Stock Purchase Plan

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option	\$ 3.3574	04/21/2009		M ⁽¹⁾		7,500		01/25/2006	01/25/2011	Common stock	1
Employee Stock Option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	2
Employee Stock Option	\$ 19.64							01/23/2006	01/23/2013	Common stock	2
Employee Stock Option	\$ 42.65							01/22/2007	01/22/2014	Common stock	1
Employee Stock Option	\$ 36.395							02/02/2007	02/02/2015	Common stock	1
Employee Stock Option	\$ 36.395							02/02/2008	02/02/2015	Common stock	1
Employee Stock Option	\$ 36.395							02/02/2009	02/02/2015	Common stock	1
Employee Stock Option	\$ 36.395							02/02/2010	02/02/2015	Common stock	1
Employee Stock Option	\$ 61.27							02/09/2007	02/09/2016	Common stock	1
Employee Stock Option	\$ 61.27							02/09/2008	02/09/2016	Common stock	1
	\$ 61.27							02/09/2009	02/09/2016		

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Employee Stock Option							Common stock
Employee Stock Option	\$ 46.165				02/07/2008	02/07/2017	Common stock
Employee Stock Option	\$ 46.165				02/07/2009	02/07/2017	Common stock
Employee Stock Option	\$ 46.165				02/07/2010	02/07/2017	Common stock
Restricted stock units ⁽³⁾	\$ 46.165				02/07/2010	<u>(4)</u>	Common stock
Employee Stock Option	\$ 38.45				02/06/2009	02/06/2018	Common stock
Employee Stock Option	\$ 38.45				02/06/2010	02/06/2018	Common stock
Employee Stock Option	\$ 38.45				02/06/2011	02/06/2018	Common stock
Restricted stock units ⁽³⁾	\$ 38.45				02/06/2011	<u>(4)</u>	Common stock
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2010	02/04/2019	Common stock
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2011	02/04/2019	Common stock
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2012	02/04/2019	Common stock
Restricted stock units ⁽³⁾	\$ 34.355	02/04/2009	A	12,973	02/04/2012 ⁽⁴⁾	<u>(4)</u>	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

RUTA STANLEY L
200 POWELL PLACE
BRENTWOOD, TN 37027

EVP - Store Ops

Signatures

Stanley L. Ruta by /s/ Kurt D. Barton, as
Attorney-in-fact

04/23/2009

__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 is pursuant to a 10b5-1 plan entered into on February 24, 2009
- (2) Number of 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.