TRACTOR SUPPLY CO /DE/

Form 4

October 01, 2013

FORM 4

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

OMB 3235-0287 Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * SANDFORT GREGORY A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TRACTOR SUPPLY CO /DE/ [TSCO]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify

09/27/2013

below) President-CEO

200 POWELL PLACE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRENTWOOD, TN 37027

(City)	(State)	(Zip) Tab	ole I - Non-l	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111341. 4)	
Common stock	09/27/2013		M <u>(1)</u>	10,000	A (1)	\$ 8.5588	208,730	D	
Common stock	09/27/2013		S(1)	10,000	D (1)	\$ 66.1755	198,730	D	
Common stock	10/01/2013		M(1)	10,000	A (1)	\$ 8.5588	208,730	D	
Common stock	10/01/2013		S(1)	10,000	D (1)	\$ 68.04	198,730 (2)	D	
Common stock							8,895 (2)	I	Stock Purchase Plan

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	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 Share
Employee stock option	\$ 8.5588 (2)	09/27/2013		M(1)		20,000	02/04/2012	02/04/2019	Common stock	39,280 (2)
Employee stock option	\$ 13.1038 (2)						02/03/2012	02/03/2020	Common stock	41,132 (2)
Employee stock option	\$ 13.1038 (2)						02/03/2013	02/03/2020	Common stock	41,132 (2)
Employee stock option	\$ 25.8475 (2)						02/02/2012	02/02/2021	Common stock	25,896 (2)
Employee stock option	\$ 25.8475 (2)						02/02/2013	02/02/2021	Common stock	25,896 (2)
Employee stock option	\$ 25.8475 (2)						02/02/2014	02/02/2021	Common stock	25,896 (2)
Employee stock option	\$ 42.54 (2)						02/08/2013	02/08/2022	Common stock	22,636 (2)
Employee stock option	\$ 42.54 (2)						02/08/2014	02/08/2022	Common stock	22,636 (2)
Employee stock option	\$ 42.54 (2)						02/08/2015	02/08/2022	Common stock	22,636 (2)

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Employee stock option	\$ 51.495 (2)	02/07/2014	02/07/2023	Common stock	37,334 (2)
Employee stock option	\$ 51.495 (2)	02/07/2015	02/07/2023	Common stock	37,334 (2)
Employee stock	\$ 51.495 (2)	02/07/2016	02/07/2023	Common stock	37,332 (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027

President-CEO

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

10/01/2013

**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).
- This transaction represents exercise of options (adjusted for the 2-for-1 stock split that occurred on 9/26/2013) pursuant to a 10b5-1 plan established by Mr. Sandfort on 8/7/13.
- (2) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.

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.

Reporting Owners 3