

TRACTOR SUPPLY CO /DE/
Form 4
November 05, 2013

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 *
Barbarick Steve K

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)
11/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP Merchandising

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		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	11/04/2013		M		10,096	A	\$ 15.3175	26,574	D	
Common stock	11/04/2013		S		10,096	D	\$ 70.8511	16,478	D	
Common stock								13,200	I	By Wife
Common stock								1,369	I	Stock Purchase Plan
Common stock								4,772	I	Stock Purchase

Plan By
Wife

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	\$ 15.3175	11/04/2013		M	1,200	02/09/2007	02/09/2016	Employee stock option	1,200
Employee stock option	\$ 15.3175	11/04/2013		M	4,448	02/09/2008	02/09/2016	Employee stock option	4,448
Employee stock option	\$ 15.3175	11/04/2013		M	4,448	02/09/2009	02/09/2016	Employee stock option	4,448
Employee stock option	\$ 11.5413					02/07/2010	02/07/2017	Employee stock option	5,334
Employee stock option	\$ 9.6125					02/06/2010	02/06/2018	Employee stock option	688
Employee stock option	\$ 9.6125					02/06/2011	02/06/2018	Employee stock option	9,334
Employee stock option	\$ 8.5588					02/04/2011	02/04/2019	Employee stock option	1,202
Employee stock	\$ 8.5588					02/04/2012	02/04/2019	Employee stock	5,334

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).

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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