

SANDFORT GREGORY A
 Form 4
 February 08, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 SANDFORT GREGORY A

2. Issuer Name and Ticker or Trading Symbol
 TRACTOR SUPPLY CO /DE/ [TSCO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2019

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 or (D) Price			
Common stock	02/06/2019		A ⁽¹⁾	24,229	\$ 0	D	
Common stock	02/07/2019		A ⁽²⁾	29,579	\$ 0	D	
Common stock	02/06/2019		F ⁽³⁾	3,879	\$ 89.835	D	
Common stock					86,296	I	LLC I
Common stock					105,855	I	LLC II

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Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2018 Omnibus Incentive

- (1) Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021 and 33 1/3% on February 6, 2022.

Represents a vesting of performance-based share units (PSUs) for the period ended December 29, 2018, as certified by the Compensation

- (2) Committee on February 6, 2019. Each PSU entitles the reporting person to receive one share of common stock. The PSUs vest as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020, and 33 1/3% on February 7, 2021.

- (3) This transaction represents the number of shares withheld to satisfy tax withholding liabilities upon the vesting of performance-based share units.

- (4) Granted pursuant to the 2018 Omnibus Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021, and 33 1/3% on February 6, 2022.

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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