

Barbarick Steve K
Form 4
February 14, 2013

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 *
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)
02/03/2013

____ 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 (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)
Common Stock	02/03/2013		F(1)	676	(A) or (D) \$ 103.41	D	
Common Stock					6,600	I	By Wife
Common Stock					507	I	Stock Purchase Plan
Common Stock					2,312	I	Stock Purchase Plan By Wife

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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)	8. Amount or Number of Shares
Employee Stock Option	\$ 30.635					02/09/2007 02/09/2016	Employee Stock Option	600
Employee Stock Option	\$ 30.635					02/09/2008 02/09/2016	Employee Stock Option	2,224
Employee Stock Option	\$ 30.635					02/09/2009 02/09/2016	Employee Stock Option	2,224
Employee Stock Option	\$ 23.0825					02/07/2010 02/07/2017	Employee Stock Option	2,667
Employee Stock Option	\$ 19.225					02/06/2010 02/06/2018	Employee Stock Option	344
Employee Stock Option	\$ 19.225					02/06/2011 02/06/2018	Employee Stock Option	4,667
Employee Stock Option	\$ 17.1175					02/04/2011 02/04/2019	Employee Stock Option	601
Employee Stock Option	\$ 17.1175					02/04/2012 02/04/2019	Employee Stock Option	2,667

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Employee Stock Option	\$ 26.2075	02/03/2011	02/03/2020	Employee Stock Option	1,785
Employee Stock Option	\$ 26.2075	02/03/2012	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	\$ 26.2075	02/03/2013	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	\$ 51.695	02/02/2012	02/02/2021	Employee Stock Option	3,626
Employee Stock Option	\$ 51.695	02/02/2013	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 51.695	02/02/2014	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 85.08	02/08/2013	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08	02/08/2014	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08	02/08/2015	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 102.99	02/07/2014	02/07/2023	Employee Stock Option	7,180
Employee Stock Option	\$ 102.99	02/07/2015	02/07/2023	Employee Stock Option	7,179
Employee Stock Option	\$ 102.99	02/07/2016	02/07/2023	Employee Stock Option	7,179
Employee Stock Option	\$ 51.695	02/02/2014	02/02/2021	Employee Stock Option	600
Employee Stock Option	\$ 85.08	02/08/2014	02/08/2022	Employee Stock Option	600
Employee Stock	\$ 85.08	02/08/2015	02/08/2022	Employee Stock	600

Option				Option	
Employee				Employee	
Stock	\$ 103.54	02/06/2014	02/06/2023	Stock	425
Option				Option	
Employee				Employee	
Stock	\$ 103.54	02/06/2015	02/06/2023	Stock	425
Option				Option	
Employee				Employee	
Stock	\$ 103.54	02/06/2016	02/06/2023	Stock	425
Option				Option	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as Attorney-in-fact 02/14/2013

**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).
- (1) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.
- (2) Includes 5,895 restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

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.