

Crudele Anthony F
 Form 4
 February 06, 2009

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 *
 Crudele Anthony F

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)
 02/04/2009

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					1,000	D	
Common stock					1,837	I	Stock Purchase Plan

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

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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 or Number of Shares
Employee stock option	\$ 48.205					09/26/2007 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2008 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2009 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2010 09/26/2015	Common stock 3,750
Employee stock option	\$ 61.27					02/09/2007 02/09/2016	Common stock 6,600 ⁽¹⁾
Employee stock option	\$ 61.27					02/09/2008 02/09/2016	Common stock 6,600 ⁽¹⁾
Employee stock option	\$ 61.27					02/09/2009 02/09/2016	Common stock 6,600 ⁽¹⁾
Employee stock option	\$ 46.165					02/07/2008 02/07/2017	Common stock 6,330 ⁽¹⁾
Employee stock option	\$ 46.165					02/07/2009 02/07/2017	Common stock 6,330 ⁽¹⁾
Employee stock option	\$ 46.165					02/07/2010 02/07/2017	Common stock 6,330 ⁽¹⁾
Restricted stock units	\$ 46.165					02/07/2010 ⁽³⁾	Common stock 5,500

(2)

Employee stock option	\$ 38.45				02/06/2009	02/06/2018	Common stock	8,500 <u>(1)</u>
Employee stock option	\$ 38.45				02/06/2010	02/06/2018	Common stock	8,500 <u>(1)</u>
Employee stock option	\$ 38.45				02/06/2011	02/06/2018	Common stock	8,500 <u>(1)</u>
Restricted stock units <u>(2)</u>	\$ 38.45				02/06/2011	<u>(3)</u>	Common stock	6,470
Employee stock option	\$ 34.355	02/04/2009	A	9,820	02/04/2010	02/04/2019	Common stock	9,820
Employee stock option	\$ 34.355	02/04/2009	A	9,820	02/04/2011	02/04/2019	Common stock	9,820
Employee stock option	\$ 34.355	02/04/2009	A	9,820	02/04/2012	02/04/2019	Common stock	9,820
Restricted stock units <u>(2)</u>	\$ 34.355	02/04/2009	A	12,973	02/04/2012 ⁽³⁾	<u>(3)</u>	Common stock	12,973

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

Anthony F. Crudele by: /s/ David C. Lewis. Power of Attorney

02/06/2009

 **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) Fractional shares are rounded to the nearest whole number.

(2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

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- (3) 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.

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