

MACKENZIE GEORGE  
Form 4  
May 10, 2010

**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 \*  
MACKENZIE GEORGE

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)  
05/07/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BRENTWOOD, TN 37027  
(City) (State) (Zip)

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

**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	(A) or (D)	Price
Common stock	05/07/2010		M <sup>(1)</sup>		1,288	A		\$ 62.415
								2,175
								<u>(2)</u>

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)
Non-qualified stock options	\$ 51.285					05/02/2008 05/02/2018	Common stock 3
Deferred stock units <sup>(3)</sup>	\$ 51.285					05/02/2008 <sup>(4)</sup>	Common stock
Non-qualified stock options	\$ 36.4					05/01/2009 05/01/2018	Common stock 2
Deferred stock units	\$ 36.4					05/01/2009 <sup>(4)</sup> <sup>(4)</sup>	Common stock
Deferred stock units <sup>(3)</sup>	\$ 62.415 <sup>(2)</sup>	05/07/2010		M <sup>(5)</sup>	1,288	05/07/2010 <sup>(4)</sup> <sup>(4)</sup>	Common stock 1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKENZIE GEORGE 200 POWELL PLACE BRENTWOOD, TN 37027		X		

## Signatures

Geroge MacKenzie by: /s/ Kurt D. Barton, as Attorney-in-fact 05/10/2010

\*\*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) Transaction represents vesting of restricted stock units previously reported on Table II and conversion to common shares.
- (2) Represents the market price at the date of issuance.
- (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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In accordance with the grant agreement, the restricted stock units vest on the first anniversary date of the grant. At the time of the grant, (5) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on May 7, 2009 and the conversion to shares of common stock which are reflected on Table I.

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.