

WRIGHT JAMES F
Form 4
April 19, 2012

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 *
WRIGHT JAMES 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)
04/18/2012

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

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	Price			
Common stock	04/18/2012		M ⁽²⁾		103,515	\$ 18.1975	410,159	D	
Common Stock	04/18/2012		S ⁽²⁾		103,515	\$ 99.5	306,644	D	
Common stock							2,651	I	2010 Grandchildren's Trust
Common stock							15,644	I	Trust
Common stock							9,161	I	Stock purchase plan

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee stock option	\$ 18.1975	04/18/2012		M ⁽²⁾		30,000	(2)	02/02/2007	02/02/2015	Common stock	30,000
Employee stock option	\$ 18.1975	04/18/2012		M ⁽²⁾		24,505	(2)	02/02/2008	02/02/2015	Common stock	24,505
Employee stock option	\$ 18.1975	04/18/2012		M ⁽²⁾		24,505	(2)	02/02/2009	02/02/2015	Common stock	24,505
Employee stock option	\$ 18.1975	04/18/2012		M ⁽²⁾		24,505	(2)	02/02/2010	02/02/2015	Common stock	24,505
Employee stock option	\$ 30.635							02/09/2007	02/09/2016	Common stock	53,332
Employee stock option	\$ 30.635							02/09/2008	02/09/2016	Common stock	53,334
Employee stock option	\$ 30.635							02/09/2009	02/09/2016	Common stock	53,334
Employee stock option	\$ 23.0825							02/07/2008	02/07/2017	Common stock	39,666
Employee stock option	\$ 23.0825							02/07/2009	02/07/2017	Common stock	39,666

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Employee stock option	\$ 23.0825	02/07/2010	02/07/2017	Common stock	39,668
Employee stock option	\$ 19.225	02/06/2009	02/06/2018	Common stock	53,552
Employee stock option	\$ 19.225	02/06/2010	02/06/2018	Common stock	53,554
Employee stock option	\$ 19.225	02/06/2011	02/06/2018	Common stock	48,353
Restricted stock units	\$ 19.225	02/06/2011	<u>(1)</u>	Common stock	40,736 <u>(1)</u>
Employee stock option	\$ 17.1175	02/04/2010	02/04/2019	Common stock	82,924
Employee stock option	\$ 17.1175	02/04/2011	02/04/2019	Common stock	82,924
Employee stock option	\$ 17.1175	02/04/2012	02/04/2019	Common stock	82,924
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	55,940
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	55,938
Restricted stock units	\$ 26.2075	02/03/2013	<u>(1)</u>	Common stock	46,864 <u>(1)</u>
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	35,218
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	35,219
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	35,218

Employee stock option	\$ 85.08	02/08/2013	02/08/2022	Common stock	30,785
Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	30,785
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	30,785

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman-CEO	

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 04/19/2012

__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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.
- (2) Transaction represents a sale of held shares pursuant to a 10b5-1 plan executed by Mr. Wright on 2/23/2012.

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.