

SANDFORT GREGORY A

Form 4

February 09, 2011

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

(Last) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres-Chief Merchandising Officer

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/05/2010		M ⁽⁴⁾	11,000 A \$ 42	32,524	D	
Common stock	11/05/2010		F ⁽⁵⁾	2,999 D \$ 42	29,525	D	
Common stock	02/07/2011		M ⁽⁴⁾	12,944 A \$ 51.99	42,469	D	
Common stock	02/07/2011		F ⁽⁵⁾	3,424 D \$ 51.99	39,045	D	
Common stock					3,602 ⁽¹⁾	I	Stock Purchase Plan

Edgar Filing: SANDFORT GREGORY A - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	\$ 20.2425 (1)							11/05/2008	11/05/2017	Common stock	11,332 (1) (3)
Employee stock option	\$ 20.2425 (1)							11/05/2009	11/05/2017	Common stock	11,334 (1) (3)
Employee stock option	\$ 20.2425 (1)							11/05/2010	11/05/2017	Common stock	11,334 (1) (3)
Restricted stock units	\$ 42	11/05/2010		M(4)		11,000		11/05/2010	(6)	Common stock	11,000
Employee stock option	\$ 19.225 (1)							02/06/2009	02/06/2018	Common stock	17,016 (1) (3)
Employee stock option	\$ 19.225 (1)							02/06/2010	02/06/2018	Common stock	17,018 (1) (3)
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	17,018 (1) (3)
Restricted stock units	\$ 51.99	02/07/2011		M(4)		12,944		02/06/2011	(6)	Common stock	12,944
Employee stock option	\$ 17.1775 (1)							02/04/2010	02/04/2019	Common stock	19,640 (1)
								02/04/2011	02/04/2019		

Edgar Filing: SANDFORT GREGORY A - Form 4

Employee stock option	\$ 17.1775 (1)			Common stock	19,640 (1)
Employee stock option	\$ 17.1775 (1)	02/04/2012	02/04/2019	Common stock	19,640 (1)
Restricted stock units	\$ 17.1775 (1)	02/04/2012	(2)	Common stock	25,946 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2011	02/03/2020	Common stock	20,566 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	20,566 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	20,566 (1)
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(2)	Common stock	17,230 (1)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	12,948
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	12,948

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027			Pres-Chief Merchandising Officer	

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/09/2011

__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) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of the grant. Vested shares will be delivered to the reporting person on that anniversary date.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and conversion to shares of common stock.
- (5) 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.
- (6) The restricted stock units vested 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.