



Edgar Filing: Downing Lee J - Form 4

**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 Shares
Employee Stock Option	\$ 39.515					10/27/2013 10/27/2020	Common Stock 2,879
Employee Stock Option	\$ 51.695					02/02/2013 02/02/2021	Common Stock 3,625
Employee Stock Option	\$ 51.695					02/02/2014 02/02/2021	Common Stock 3,625
Employee Stock Option	\$ 85.08					02/08/2013 02/08/2022	Common Stock 3,169
Employee Stock Option	\$ 85.08					02/08/2014 02/08/2022	Common Stock 3,169
Employee Stock Option	\$ 85.08					02/08/2015 02/08/2022	Common Stock 3,169
Employee Stock Option	\$ 102.99	02/07/2013		A	3,989	02/07/2014 02/07/2023	Common Stock 3,989
Employee Stock Option	\$ 102.99	02/07/2013		A	3,989	02/07/2015 02/07/2023	Common Stock 3,989
Employee Stock Option	\$ 102.99	02/07/2013		A	3,988	02/07/2016 02/07/2023	Common Stock 3,988

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downing Lee J 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Store Operations	

## Signatures

Lee J. Downing by: /s/ Kurt D. Barton, as  
Attorney-in-fact

02/08/2013

\_\_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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

(1) 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.