

MACKENZIE GEORGE

Form 4

May 12, 2009

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

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 GEORGE2. 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)
05/07/2009☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
Common stock				(A) or (D)	0	D	

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)**

Edgar Filing: MACKENZIE GEORGE - Form 4

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)	8. Conversion or Exercise Ratio (Instr. 3 and 4)
				Code	V	(A)	(D)	
						Date Exercisable	Expiration Date	Title
Non-qualified stock options	\$ 51.285					05/02/2008	05/02/2018	Common stock
Deferred stock units ⁽¹⁾	\$ 51.285					05/02/2008	<u>(2)</u>	Common stock
Non-qualified stock options	\$ 36.4					05/01/2009	05/01/2018	Common stock
Deferred stock units	\$ 36.4					05/01/2009 ⁽²⁾	<u>(2)</u>	Common stock
Deferred stock units ⁽¹⁾	\$ 38.795	05/07/2009		A	1,288	05/07/2010 ⁽²⁾	<u>(2)</u>	Common stock

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

05/12/2009

 **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) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (2) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person on the first anniversary of the date of grant or following the date on which the reporting person's services as a director of the Company terminates.

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.