

TRACTOR SUPPLY CO /DE/
Form 4
November 12, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORRIS EDNA

(Last) (First) (Middle)

**C/O TRACTOR SUPPLY
COMPANY, 200 POWELL PLACE**

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**TRACTOR SUPPLY CO /DE/
[TSCO]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	11/08/2013		M		13,250	A	\$ 10.6625	51,942 D
Common stock	11/08/2013		S		13,250	D	\$ 70.857	38,692 ⁽¹⁾ 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
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-qualified stock option	\$ 10.6625 (1)	11/08/2013		M	13,250	01/22/2007	01/22/2014	Common stock	14, (9
Non-qualified stock option	\$ 9.0988 (1)					02/02/2007	02/02/2015	Common stock	2, (9
Non-qualified stock option	\$ 9.0988 (1)					02/02/2008	02/02/2015	Common stock	2, (9
Non-qualified stock option	\$ 9.0988 (1)					02/02/2009	02/02/2015	Common stock	2, (9
Non-qualified stock option	\$ 9.0988 (1)					02/02/2010	02/02/2015	Common stock	2, (9
Non-qualified stock option	\$ 16.1113 (1)					05/04/2007	05/04/2016	Common stock	8, (9
Deferred stock units	\$ 16.1113 (1)					05/04/2007	(2)	Common stock	1, (9
Non-qualified stock option	\$ 12.8213 (1)					05/02/2008	05/02/2017	Common stock	8, (9
Deferred stock units	\$ 12.8213 (1)					05/02/2008	(2)	Common stock	1, (9
Non-qualified stock option	\$ 9.1013 (1)					05/01/2009	05/01/2018	Common stock	8, (9
Deferred stock units	\$ 9.1013 (1)					05/01/2009	(2)	Common stock	2, (9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS EDNA C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE	X			

BRENTWOOD, TN 37027

Signatures

Edna K. Morris by: /s/ Kurt D. Barton, as
Attorney-in-fact

11/12/2013

__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).
- (1) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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