

TRACTOR SUPPLY CO /DE/
Form 4
February 10, 2017

FORM 4

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common stock | 02/08/2017 | | A ⁽¹⁾ | | 21,641 | A ⁽¹⁾ | \$ 0 | 63,442 D |
| Common stock | 02/10/2017 | | G ⁽²⁾ | | 9,264 | D ⁽²⁾ | \$ 0 | 54,178 D |
| Common stock | 02/10/2017 | | G ⁽²⁾ | | 9,264 | A ⁽²⁾ | \$ 0 | 24,076 I LLC III |
| Common stock | 02/10/2017 | | G ⁽²⁾ | | 1,327 | D ⁽²⁾ | \$ 0 | 510 I Stock Purchase Plan |
| | 02/10/2017 | | G ⁽²⁾ | | 1,327 | | \$ 0 | 25,403 I LLC III |

| | | | | |
|--------------|-----------------|---------|---|--------|
| Common stock | <u>A</u> (2) | | | |
| Common stock | | 86,296 | I | LLC I |
| Common stock | | 105,855 | I | LLC II |

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

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee stock option | \$ 73.18 | 02/08/2017 | | A | 235,057 | <u>(3)</u> | 02/08/2027 | Common stock | 235,057 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027 | X | | Chief Executive Officer | |

Signatures

Gregory A. Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact 02/10/2017

**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).

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- (1) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest on the third anniversary of the grant date.
- (2) Shares transferred on the date indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 8, 2018, 33 1/3% on February 8, 2019 and 33 1/3% on February 8, 2020.

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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