

FRAZELL CHAD MICHAEL

Form 4

February 08, 2019

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 *
FRAZELL CHAD MICHAEL

(Last) (First) (Middle)

C/O TRACTOR SUPPLY
COMPANY, 5401 VIRGINIA WAY

(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)
02/06/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

SVP Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common stock	02/06/2019		A ⁽¹⁾	2,019	A ⁽¹⁾ \$ 0	10,678	D
Common stock	02/07/2019		A ⁽²⁾	2,687	A ⁽²⁾ \$ 0	13,365	D
Common stock	02/07/2019		F ⁽³⁾	218	D ⁽³⁾ \$ 89.835	13,147	D
Common stock					973	I	Stock Purchase Plan

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

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(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)	8. Amount or Number of Shares
Employee stock option	\$ 89.59	02/06/2019		A	7,165	<u>(4)</u> 02/06/2029	Common stock	7,165

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZELL CHAD MICHAEL C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027			SVP Human Resources	

Signatures

Chad M. Frazell by: /s/ Kristopher S. Bybee, as
Attorney-in-fact

02/08/2019

____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 2018 Omnibus Incentive

(1) Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021 and 33 1/3% on February 6, 2022.

Represents a vesting of performance-based share units (PSUs) for the period ended December 29, 2018, as certified by the Compensation

(2) Committee on February 6, 2019. Each PSU entitles the reporting person to receive one share of common stock. The PSUs vest as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020, and 33 1/3% on February 7, 2021.

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- (3) This transaction represents the number of shares withheld to satisfy tax withholding liabilities upon the vesting of performance-based share units.
- (4) Granted pursuant to the 2018 Omnibus Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021, and 33 1/3% on February 6, 2022.

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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