

SANDFORT GREGORY A
Form 4
August 04, 2011

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)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres-Chief Merchandising Officer

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)	
			Code	V	Amount	Price		
Common stock	08/02/2011		M ⁽³⁾		23,180	\$ 20.2425	62,225	D
Common stock	08/02/2011		M ⁽³⁾		38,751	\$ 19.225	100,976	D
Common stock	08/02/2011		S ⁽³⁾		21,525	\$ 63.5331	79,451	D
Common stock	08/02/2011		S ⁽³⁾		12,606	\$ 64.6509	66,845	D
Common stock	08/02/2011		S ⁽³⁾		14,900	\$ 65.4278	51,945	D

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Common stock	08/02/2011		<u>S</u> (3)	12,900	<u>D</u> (3)	\$ 65.4015	39,045	D	
Common stock							3,815	I	Stock Purchase Plan

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.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option	\$ 20.2425	08/02/2011		<u>S</u> (3)	7,726 (3)	11/05/2008 11/05/2017	Common stock	12,666
Employee stock option	\$ 20.2425	08/02/2011		<u>S</u> (3)	7,727 (3)	11/05/2009 11/05/2017	Common stock	12,667
Employee stock option	\$ 20.2425	08/02/2011		<u>S</u> (3)	7,727 (3)	11/05/2010 11/05/2017	Common stock	12,667
Employee stock option	\$ 19.225	08/02/2011		<u>S</u> (3)	17,016 (3)	02/06/2009 02/06/2018	Common stock	17,016
Employee stock option	\$ 19.225	08/02/2011		<u>S</u> (3)	17,018 (3)	02/06/2010 02/06/2018	Common stock	17,018
Employee stock option	\$ 19.225	08/02/2011		<u>S</u> (3)	4,717 (3)	02/06/2011 02/06/2018	Common stock	17,018
Employee stock option	\$ 17.1775 (1)					02/04/2010 02/04/2019	Common stock	19,640 (1)

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 September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of the grant. Vested shares will be delivered to the reporting person on that anniversary date.
- (3) Shares were acquired and sold pursuant to a 10b5-1 trading plan initiated by Mr. Sandfort on May 24, 2011.

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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