Stanton Alexander L
Form 4
May 06, 2013

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stanton Alexander L

(Last) (First) (Middle)

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)
05/03/2013

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)
Senior VP Supply Chain

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2013		S		3,466	D	$ 110.317	20,568	D	
Common Stock								115	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.

SEC 1474 (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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	$ 33.2075							03/30/2008	03/30/2016	Employee Stock Option	2,022	
Employee Stock Option	$ 33.2075							03/30/2009	03/30/2016	Employee Stock Option	3,011	
Employee Stock Option	$ 33.2075							03/30/2008	03/30/2016	Employee Stock Option	2,311	
Employee Stock Option	$ 33.2075							03/30/2009	03/30/2016	Employee Stock Option	3,656	
Employee Stock Option	$ 23.0825							02/07/2008	02/07/2017	Employee Stock Option	6,333	
Employee Stock Option	$ 23.0825							02/07/2009	02/07/2017	Employee Stock Option	6,333	
Employee Stock Option	$ 23.0825							02/07/2010	02/07/2017	Employee Stock Option	2,002	
Employee Stock Option	$ 17.1175							02/04/2012	02/04/2019	Employee Stock Option	5,841	
Employee Stock Option	$ 26.2075							02/03/2011	02/03/2020	Employee Stock Option	5,758	
Employee Stock	$ 26.2075							02/03/2012	02/03/2020	Employee Stock	5,759	

Option				Option	
Employee Stock Option	$ 26.2075	02/03/2013	02/03/2020	Employee Stock Option	5,759
Employee Stock Option	$ 51.695	02/02/2012	02/02/2021	Employee Stock Option	3,626
Employee Stock Option	$ 51.695	02/02/2013	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	$ 51.695	02/02/2014	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	$ 85.08	02/08/2013	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 85.08	02/08/2014	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 85.08	02/08/2015	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 102.99	02/07/2014	02/07/2023	Employee Stock Option	3,989
Employee Stock Option	$ 102.99	02/07/2015	02/07/2023	Employee Stock Option	3,989
Employee Stock Option	$ 102.99	02/07/2016	02/07/2023	Employee Stock Option	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as Attorney-in-fact	05/06/2013

**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).

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.