

TRACTOR SUPPLY CO /DE/

Form 4

October 25, 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

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(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)
10/24/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President-CEO

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common stock	10/24/2013		M ⁽¹⁾	Amount 7,598 Price \$ 8.5588	218,010	D	
Common stock	10/24/2013		S ⁽¹⁾	Amount 7,598 Price \$ 70	210,412	D	
Common stock					8,994	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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 or Number of Shares
Employee stock option	\$ 8.5588	10/24/2013		M	7,598	02/04/2012	02/04/2019	Common stock	7,598
Employee stock option	\$ 13.1038					02/03/2012	02/03/2020	Common stock	41,132
Employee stock option	\$ 13.1038					02/03/2013	02/03/2020	Common stock	41,132
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2013	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2014	02/02/2021	Common stock	25,896
Employee stock option	\$ 42.54					02/08/2013	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2014	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2015	02/08/2022	Common stock	22,636
Employee stock	\$ 51.495					02/07/2014	02/07/2023	Common stock	37,334

option

Employee

stock \$ 51.495

02/07/2015 02/07/2023

Common
stock

37,334

option

Employee

stock \$ 51.495

02/07/2016 02/07/2023

Common
stock

37,332

option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027			President-CEO	

Signatures

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

10/25/2013

**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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Sandfort on 8/7/13.

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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