

TRACTOR SUPPLY CO /DE/
Form 4
November 12, 2013

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 *
MORRIS EDNA

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)
11/08/2013

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

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(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 Indirect Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	11/08/2013		M			13,250	A	\$ 10.6625	51,942	D	
Common stock	11/08/2013		S			13,250	D	\$ 70.857	38,692 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified stock option	\$ 10.6625 <u>(1)</u>	11/08/2013		M	13,250	01/22/2007 01/22/2014	Common stock	14,000
Non-qualified stock option	\$ 9.0988 <u>(1)</u>					02/02/2007 02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988 <u>(1)</u>					02/02/2008 02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988 <u>(1)</u>					02/02/2009 02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988 <u>(1)</u>					02/02/2010 02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 16.1113 <u>(1)</u>					05/04/2007 05/04/2016	Common stock	8,000
Deferred stock units	\$ 16.1113 <u>(1)</u>					05/04/2007 <u>(2)</u>	Common stock	1,200
Non-qualified stock option	\$ 12.8213 <u>(1)</u>					05/02/2008 05/02/2017	Common stock	8,000
Deferred stock units	\$ 12.8213 <u>(1)</u>					05/02/2008 <u>(2)</u>	Common stock	1,400
Non-qualified stock option	\$ 9.1013 <u>(1)</u>					05/01/2009 05/01/2018	Common stock	8,000
Deferred stock units	\$ 9.1013 <u>(1)</u>					05/01/2009 <u>(2)</u>	Common stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS EDNA C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE	X			

BRENTWOOD, TN 37027

Signatures

Edna K. Morris by: /s/ Kurt D. Barton, as
Attorney-in-fact

11/12/2013

__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) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.
- (2) Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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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