

SANDFORT GREGORY A

Form 4

October 26, 2011

**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)  
10/25/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ 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)  
\_\_\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |        |   |                           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|--------|---|---------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |        |   |                           |
| Common<br>stock                       | 10/25/2011                              |                                                             | M                                    |                                                                         | 14,820                                                                                                             | A                                                                       | \$<br>20.2425                                                     | 53,865 | D |                           |
| Common<br>stock                       | 10/25/2011                              |                                                             | M                                    |                                                                         | 5,201                                                                                                              | A                                                                       | \$ 19.225                                                         | 59,066 | D |                           |
| Common<br>stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | 3,923  | I | Stock<br>Purchase<br>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**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>stock<br>option                         | \$ 20.2425                                                            | 10/25/2011                              |                                                             | M                                       | 4,940                                                                                                           | 11/05/2008                                                     | 11/05/2017         | Common<br>stock                                                     | 4,940                               |
| Employee<br>stock<br>option                         | \$ 20.2425                                                            | 10/25/2011                              |                                                             | M                                       | 4,940                                                                                                           | 11/05/2009                                                     | 11/05/2017         | Common<br>stock                                                     | 4,940                               |
| Employee<br>stock<br>option                         | \$ 20.2425                                                            | 10/25/2011                              |                                                             | M                                       | 4,940                                                                                                           | 11/05/2010                                                     | 11/05/2017         | Common<br>stock                                                     | 4,940                               |
| Employee<br>stock<br>option                         | \$ 19.225                                                             | 10/25/2011                              |                                                             | M                                       | 5,201                                                                                                           | 02/06/2011                                                     | 02/06/2018         | Common<br>stock                                                     | 5,201                               |
| Employee<br>stock<br>option                         | \$ 17.1775                                                            |                                         |                                                             |                                         |                                                                                                                 | 02/04/2010                                                     | 02/04/2019         | Common<br>stock                                                     | 19,640                              |
| Employee<br>stock<br>option                         | \$ 17.1775                                                            |                                         |                                                             |                                         |                                                                                                                 | 02/04/2011                                                     | 02/04/2019         | Common<br>stock                                                     | 19,640                              |
| Employee<br>stock<br>option                         | \$ 17.1775                                                            |                                         |                                                             |                                         |                                                                                                                 | 02/04/2012                                                     | 02/04/2019         | Common<br>stock                                                     | 19,640                              |
| Restricted<br>stock units                           | \$ 17.1775<br>(1)                                                     |                                         |                                                             |                                         |                                                                                                                 | 02/04/2012                                                     | (1)                | Common<br>stock                                                     | 25,946<br>(1)                       |
| Employee<br>stock<br>option                         | \$ 26.2075                                                            |                                         |                                                             |                                         |                                                                                                                 | 02/03/2011                                                     | 02/03/2020         | Common<br>stock                                                     | 20,566                              |
| Employee<br>stock<br>option                         | \$ 26.2075                                                            |                                         |                                                             |                                         |                                                                                                                 | 02/03/2012                                                     | 02/03/2020         | Common<br>stock                                                     | 20,566                              |

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|                        |                   |            |            |              |               |
|------------------------|-------------------|------------|------------|--------------|---------------|
| Employee stock option  | \$ 26.2075        | 02/03/2013 | 02/03/2020 | Common stock | 20,566        |
| Restricted stock units | \$ 26.2075<br>(1) | 02/03/2013 | (1)        | Common stock | 17,230<br>(1) |
| Employee stock option  | \$ 51.695         | 02/02/2012 | 02/02/2021 | Common stock | 12,948        |
| Employee stock option  | \$ 51.695         | 02/02/2013 | 02/02/2021 | Common stock | 12,948        |
| Employee stock option  | \$ 51.695         | 02/02/2014 | 02/02/2021 | Common stock | 12,948        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                |       |
|---------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                        | Other |
| SANDFORT GREGORY A<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               |           | Pres-Chief Merchandising Offcr |       |

## Signatures

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

10/26/2011

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) 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.

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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