

SANDFORT GREGORY A

Form 4

February 08, 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)  
02/07/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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<br>Acquired (A) or<br>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: Direct<br>(D) or<br>Indirect (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                       | 02/07/2013                              |                                                             | A <sup>(1)</sup>                     |                                                                            | 6,816                                                                                                              | A <sup>(1)</sup>                                                     | \$ 0 99,365                                                       |
| Common<br>stock                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | 4,317                                                             |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | Stock<br>Purchase<br>Plan                                         |

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<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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or 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                         | \$ 17.1175                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/04/2012                                                          | 02/04/2019         | Common<br>stock | 19,640                              |
| Employee<br>stock<br>option                         | \$ 26.2075                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/03/2012                                                          | 02/03/2020         | Common<br>stock | 20,566                              |
| Employee<br>stock<br>option                         | \$ 26.2075                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/03/2013                                                          | 02/03/2020         | Common<br>stock | 20,566                              |
| Employee<br>stock<br>option                         | \$ 51.695                                                             |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/02/2012                                                          | 02/02/2021         | Common<br>stock | 12,948                              |
| Employee<br>stock<br>option                         | \$ 51.695                                                             |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/02/2013                                                          | 02/02/2021         | Common<br>stock | 12,948                              |
| Employee<br>stock<br>option                         | \$ 51.695                                                             |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/02/2014                                                          | 02/02/2021         | Common<br>stock | 12,948                              |
| Employee<br>stock<br>option                         | \$ 85.08                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/08/2013                                                          | 02/08/2022         | Common<br>stock | 11,318                              |
| Employee<br>stock<br>option                         | \$ 85.08                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/08/2014                                                          | 02/08/2022         | Common<br>stock | 11,318                              |
| Employee<br>stock<br>option                         | \$ 85.08                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/08/2015                                                          | 02/08/2022         | Common<br>stock | 11,318                              |
| Employee<br>stock<br>option                         | \$ 102.99                                                             | 02/07/2013                              |                                                             | A                                       |                                                                                                              | 18,667                                                         |     | 02/07/2014                                                          | 02/07/2023         | Common<br>stock | 18,667                              |
| Employee<br>stock                                   | \$ 102.99                                                             | 02/07/2013                              |                                                             | A                                       |                                                                                                              | 18,667                                                         |     | 02/07/2015                                                          | 02/07/2023         | Common<br>stock | 18,667                              |

option

Employee

stock

\$ 102.99

02/07/2013

A

18,666

02/07/2016

02/07/2023

Common  
stock

18,666

option

## 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 Officer |       |

## Signatures

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

02/08/2013

\*\*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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

- (1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

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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