

VELLA KIMBERLY D

Form 4

February 06, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VELLA KIMBERLY D

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)
02/04/2009

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

SVP - Human Resources

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 (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)
Common stock				(A) or (D)	930	D	
Common stock				Code V Amount (D) Price	2,134	I	Stock Purchase Plan

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

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information contained in this form are not
required to respond unless the form
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock options	\$ 3.3574					01/25/2005 01/25/2011	Common stock 1,734
Employee stock options	\$ 3.3574					01/25/2006 01/25/2011	Common stock 5,867 (1)
Employee stock options	\$ 8.9075					01/24/2005 01/24/2012	Common stock 3,334
Employee stock options	\$ 19.64					01/23/2005 01/23/2013	Common stock 3,333 (1)
Employee stock options	\$ 19.64					01/23/2006 01/23/2013	Common stock 305
Employee stock options	\$ 42.65					01/22/2005 01/22/2014	Common stock 2,500
Employee stock options	\$ 42.65					01/22/2006 01/22/2014	Common stock 2,500
Employee stock options	\$ 42.65					01/22/2007 01/22/2014	Common stock 2,500
Employee stock options	\$ 36.395					02/02/2007 02/02/2015	Common stock 1,875
Employee stock options	\$ 36.395					02/02/2008 02/02/2015	Common stock 1,875
	\$ 36.395					02/02/2009 02/02/2015	1,875

Employee stock options								Common stock	
Employee stock options	\$ 36.395				02/02/2010	02/02/2015		Common stock	1,875
Employee stock options	\$ 61.27				02/09/2007	02/09/2016		Common stock	3,333 ⁽¹⁾
Employee stock options	\$ 61.27				02/09/2008	02/09/2016		Common stock	3,333 ⁽¹⁾
Employee stock options	\$ 61.27				02/09/2009	02/09/2016		Common stock	3,334 ⁽¹⁾
Employee stock options	\$ 46.165				02/07/2008	02/07/2017		Common stock	5,000
Employee stock options	\$ 46.165				02/07/2009	02/07/2017		Common stock	5,000
Employee stock options	\$ 46.165				02/07/2010	02/07/2017		Common stock	5,000
Restricted stock units ⁽²⁾	\$ 46.165				02/07/2010	⁽³⁾		Common stock	4,500
Employee stock options	\$ 38.45				02/06/2009	02/06/2018		Common stock	6,882
Employee stock options	\$ 38.45				02/06/2010	02/06/2018		Common stock	6,882
Employee stock options	\$ 38.45				02/06/2011	02/06/2018		Common stock	6,882
Restricted stock units ⁽²⁾	\$ 38.45				02/06/2011	⁽³⁾		Common stock	5,235
Employee stock options	\$ 34.355	02/04/2009	A	5,455 ⁽¹⁾	02/04/2010	02/04/2019		Common stock	5,455 ⁽¹⁾
Employee stock	\$ 34.355	02/04/2009	A	5,456 ⁽¹⁾	02/04/2011	02/04/2019		Common stock	5,456 ⁽¹⁾

options

Employee
stock
options

\$ 34.355

02/04/2009

A

5,456
(1)

02/04/2012

02/04/2019

Common
stock5,456
(1)Restricted
stock units

\$ 34.355

02/04/2009

A

7,207

02/04/2012⁽³⁾⁽³⁾Common
stock

7,207

(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Human Resources	

Signatures

Kimberly D. Vella by: /s/ David C. Lewis, as
Attorney-in-fact

02/06/2009

**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) Fractional shares are rounded to the nearest whole number
- (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of 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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