

TRACTOR SUPPLY CO /DE/
Form 4
May 10, 2010

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 *
ADAMS JOHN C JR

(Last) (First) (Middle)

C/O TRACTOR SUPPLY
COMPANY, 200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRACTOR SUPPLY CO /DE/
[TSCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/07/2010		M ⁽¹⁾		1,288	A	\$ 62.415 ⁽²⁾
							2,925
							D

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
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock options	\$ 53.04					05/02/2008	06/15/2017	Common stock
Deferred stock units ⁽³⁾	\$ 53.04					05/02/2008 ⁽⁴⁾	⁽⁴⁾	Common stock
Non-qualified stock options	\$ 36.4					05/01/2009	05/01/2018	Common stock
Deferred stock units ⁽³⁾	\$ 36.4					05/01/2009 ⁽⁵⁾	⁽⁵⁾	Common stock
Deferred stock units ⁽³⁾	\$ 62.415 ⁽²⁾	05/07/2010		M ⁽⁶⁾	1,288	05/07/2010 ⁽⁵⁾	⁽⁵⁾	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS JOHN C JR C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Johnston C. Adams by: /s/ Kurt D. Barton, as
Attorney-in-fact 05/10/2010

 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) Transaction represents vesting of restricted stock units previously reported on Table II and conversion to common shares.
- (2) Represents the market price at the date of issuance.
- (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The deferred stock units vest on the first anniversary of the most recent commencement date of the annual term of the directors. In this case, as Mr. Adams was appointed subsequent to that commencement date, the vesting will occur on May 2, 2008. Vested shares will be

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delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

- (5) The deferred stock units vest on the first anniversary of the date of grant. 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.

In accordance with the grant agreement, the restricted stock units vest on the first anniversary date of the grant. At the time of the grant,

- (6) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on May 7, 2009 and the conversion to shares of common stock which are reflected on Table I.

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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