

TRACTOR SUPPLY CO /DE/

Form 4

October 01, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barbarick Steve K

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)
09/27/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP Merchandising

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	09/27/2013		M ⁽¹⁾	4,758	A (1) \$ 13.1038	21,236	D
Common stock	09/27/2013		S ⁽¹⁾	4,758	D (1) \$ 66.43	16,478 ⁽²⁾	D
Common stock						13,200 ⁽²⁾	I By Wife
Common stock						1,272 ⁽²⁾	I Stock Purchase Plan
Common stock						4,772 ⁽²⁾	I Stock Purchase

Plan By
Wife

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

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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)

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 option	\$ 15.3175 (2)							02/09/2007	02/09/2016	Employee stock option	1,200 (2)
Employee stock option	\$ 15.3175 (2)							02/09/2008	02/09/2016	Employee stock option	4,448 (2)
Employee stock option	\$ 15.3175 (2)							02/09/2009	02/09/2016	Employee stock option	4,448 (2)
Employee stock option	\$ 11.5413 (2)							02/07/2010	02/07/2017	Employee stock option	5,334 (2)
Employee stock option	\$ 9.6125 (2)							02/06/2010	02/06/2018	Employee stock option	688 (2)
Employee stock option	\$ 9.6125 (2)							02/06/2011	02/06/2018	Employee stock option	9,334 (2)
Employee stock option	\$ 8.5588 (2)							02/04/2011	02/04/2019	Employee stock option	1,202 (2)
Employee stock	\$ 8.5588 (2)							02/04/2012	02/04/2019	Employee stock	5,334 (2)

option

Employee stock option	\$ 13.1038 (2)	09/27/2013	M ⁽¹⁾	4,758	02/03/2013	02/03/2020	Employee stock option	4,758 (2)
Employee stock option	\$ 25.8475 (2)				02/02/2012	02/02/2021	Employee stock option	7,252 (2)
Employee stock option	\$ 25.8475 (2)				02/02/2013	02/02/2021	Employee stock option	7,250 (2)
Employee stock option	\$ 25.8475 (2)				02/02/2014	02/02/2021	Employee stock option	7,250 (2)
Employee stock option	\$ 42.54 (2)				02/08/2013	02/08/2022	Employee stock option	6,338 (2)
Employee stock option	\$ 42.54 (2)				02/08/2014	02/08/2022	Employee stock option	6,338 (2)
Employee stock option	\$ 42.54 (2)				02/08/2015	02/08/2022	Employee stock option	6,338 (2)
Employee stock option	\$ 51.495 (2)				02/07/2014	02/07/2023	Employee stock option	14,360 (2)
Employee stock option	\$ 51.495 (2)				02/07/2015	02/07/2023	Employee stock option	14,358 (2)
Employee stock option	\$ 51.495 (2)				02/07/2016	02/07/2023	Employee stock option	14,358 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as Attorney-in-fact 10/01/2013

__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) This transaction represents exercise of options (adjusted for the 2-for-1 stock split that occurred on 9/26/2013) pursuant to a 10b5-1 plan established by Mr. Barbarick on 8/6/2013.
- (2) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.

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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