

TRACTOR SUPPLY CO /DE/
Form 4
October 15, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
10/10/2013

____ Director
 Officer (give title below) _____ Other (specify below)
President-CEO

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common stock	10/10/2013		M	11,682 A \$ 8.5588	210,412	D	
Common stock					8,994	I	Stock Purchase 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 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee stock option	\$ 8.5588	10/10/2013		M	11,682	02/04/2012	02/04/2019	Common stock	19,280
Employee stock option	\$ 13.1038					02/03/2012	02/03/2020	Common stock	41,132
Employee stock option	\$ 13.1038					02/03/2013	02/03/2020	Common stock	41,132
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2013	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475					02/02/2014	02/02/2021	Common stock	25,896
Employee stock option	\$ 42.54					02/08/2013	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2014	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54					02/08/2015	02/08/2022	Common stock	22,636
Employee stock option	\$ 51.495					02/07/2014	02/07/2023	Common stock	37,334
Employee stock	\$ 51.495					02/07/2015	02/07/2023	Common stock	37,334

option

Employee

stock \$ 51.495

02/07/2016 02/07/2023

Common
stock

37,332

option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027			President-CEO	

Signatures

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

10/15/2013

__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).

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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