

TRACTOR SUPPLY CO /DE/
Form 4
February 07, 2014

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 *
Crudele Anthony F

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)
02/05/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-Chief Financial 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 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	02/05/2014		A ⁽¹⁾		4,257	A ⁽¹⁾	\$ 0
Common stock							164,516
Common stock							56,128
Common stock							56,128
Common stock							13,337

Anthony
Crudele
Family
Trust

Diane M
Crudele
Family
Trust

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Common
stock

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)

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	\$ 13.1038							02/03/2012	02/03/2020	Common stock	388
Employee stock option	\$ 13.1038							02/03/2013	02/03/2020	Common stock	29,612
Employee stock option	\$ 25.8475							02/02/2012	02/02/2021	Common stock	18,644
Employee stock option	\$ 25.8475							02/02/2013	02/02/2021	Common stock	18,646
Employee stock option	\$ 25.8475							02/02/2014	02/02/2021	Common stock	18,646
Employee stock option	\$ 42.54							02/08/2013	02/08/2022	Common stock	16,298
Employee stock option	\$ 42.54							02/08/2014	02/08/2022	Common stock	16,298
Employee stock	\$ 42.54							02/08/2015	02/08/2022	Common stock	16,298

option

Employee

stock \$ 51.495

02/07/2014 02/07/2023

Common
stock

14,360

option

Employee

stock \$ 51.495

02/07/2015 02/07/2023

Common
stock

14,358

option

Employee

stock \$ 51.495

02/07/2016 02/07/2023

Common
stock

14,358

option

Common

stock \$ 63.55 02/05/2014

A

13,753

02/05/2015 02/05/2024

Common
stock

13,753

Common

stock \$ 63.55 02/05/2014

A

13,752

02/05/2016 02/05/2024

Common
stock

13,752

Common

stock \$ 63.55 02/05/2014

A

13,752

02/05/2017 02/05/2024

Common
stock

13,752

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Crudele Anthony F
200 POWELL PLACE
BRENTWOOD, TN 37027

EVP-Chief Financial Officer

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/07/2014

__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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