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

FORM 4

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

OMB APPROVAL
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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 *
Downing Lee J

(Last) (First) (Middle)

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)
02/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior VP Store Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (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	13,861	D	
Common stock								1,903	I	Stock Purchase Plan

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

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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 option	$ 25.8475							02/02/2014	02/02/2021	Common stock	7,250
Employee stock option	$ 42.54							02/08/2014	02/08/2022	Common stock	6,338
Employee stock option	$ 42.54							02/08/2015	02/08/2022	Common stock	6,338
Employee stock option	$ 51.495							02/07/2014	02/07/2023	Common stock	7,978
Employee stock option	$ 51.495							02/07/2015	02/07/2023	Common stock	7,978
Employee stock option	$ 51.495							02/07/2016	02/07/2023	Common stock	7,976
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
Downing Lee J 200 POWELL PLACE			Senior VP Store Operations	

BRENTWOOD, TN 37027

Signatures

Lee J. Downing 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).

(1) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. 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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