

Crudele Anthony F
Form 4
November 05, 2010

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 *
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)
11/04/2010

____ Director _____ 10% Owner
 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)
 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	11/04/2010 ⁽⁴⁾		M ⁽⁴⁾	9,820 A \$ 17.1175	19,910	D	
Common stock	11/04/2010 ⁽⁴⁾		S ⁽⁴⁾	9,820 D \$ 41	10,090	D	
Common stock	11/05/2010 ⁽⁴⁾		M ⁽⁴⁾	9,820 A \$ 17.1175	19,910	D	
Common stock	11/05/2010 ⁽⁴⁾		S ⁽⁴⁾	9,820 D \$ 42.5	10,090	D	
Common stock					5,553 ⁽¹⁾	I	Stock Purchase Plan

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

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(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	\$ 24.1025 <u>(1)</u>					09/26/2007	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2008	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2009	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2010	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2007	02/06/2016	Common stock	13,332 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2008	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2009	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2008	02/07/2017	Common stock	12,666 <u>(1) (3)</u>
Employee stock	\$ 23.0825 <u>(1)</u>					02/07/2009	02/07/2017	Common stock	12,666 <u>(1) (3)</u>

option										
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2010	02/07/2017	Common stock	12,668 <u>(1)</u> <u>(3)</u>	
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2011	02/06/2018	Common stock	17,018 <u>(1)</u> <u>(3)</u>	
Restricted stock units	\$ 19.225 <u>(1)</u>					02/06/2011	<u>(2)</u>	Common stock	12,944 <u>(1)</u>	
Employee stock option	\$ 17.1175	11/04/2010 ⁽⁴⁾		<u>M</u> ⁽⁴⁾	9,820	02/04/2010	02/04/2019	Common stock	9,820	
Employee stock option	\$ 17.1175	11/05/2010 ⁽⁴⁾		<u>M</u> ⁽⁴⁾	9,820	02/04/2010	02/04/2019	Common stock	9,820	
Employee stock option	\$ 17.1175 <u>(1)</u>					02/04/2011	02/04/2019	Common stock	19,640 <u>(1)</u>	
Employee stock option	\$ 17.1175 <u>(1)</u>					02/04/2012	02/04/2019	Common stock	19,640 <u>(1)</u>	
Restricted stock units	\$ 17.1175 <u>(1)</u>					02/04/2012	<u>(2)</u>	Common stock	25,946 <u>(1)</u>	
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2011	02/03/2020	Common stock	14,808 <u>(1)</u>	
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2012	02/03/2020	Common stock	14,808 <u>(1)</u>	
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2013	02/03/2020	Common stock	14,806 <u>(1)</u>	
Restricted stock units	\$ 26.2075 <u>(1)</u>					02/03/2013	<u>(2)</u>	Common stock	12,406 <u>(1)</u>	

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

11/05/2010

__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) Exercise price and shares have been adjusted to reflect 2-for-1 stock split that occurred on September 2, 2010.
 - (2) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
 - (3) Fractional shares are rounded to the nearest whole number.
 - (4) Transaction represents exercise of options pursuant to a 10b5-1 plan executed by Mr. Crudele.
Remaining balance of 9,820 shares represents the net shares remaining after the 11/4/2010 10b5-1 transaction. However these shares were
 - (5) subsequently exercised on 11/5/2010 and are reported on this same Form 4 on a separate line. Therefore the net remaining shares from this tranche after both reportable transactions is zero.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.