

WRIGHT JAMES F  
Form 4  
August 09, 2011

**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 \*  
WRIGHT JAMES 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)  
08/08/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman-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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	08/08/2011		M	5,201 A \$ 19.225	272,742	D	
Common stock	08/08/2011		M	16,485 A \$ 18.1975	289,227	D	
Common stock	08/08/2011		M	4,689 A \$ 21.325	293,916	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					15,644	I	Trust

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Common stock 8,856 I Stock purchase plan

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	\$ 9.82					01/23/2006 01/23/2013	Common stock 54,429
Employee stock option	\$ 21.325	08/08/2011		M	4,689	01/22/2007 01/22/2014	Common stock 90,000
Employee stock option	\$ 16.34					10/01/2007 10/01/2014	Common stock 75,000
Employee stock option	\$ 18.1975					02/02/2007 02/02/2015	Common stock 30,000
Employee stock option	\$ 18.1975	08/08/2011		M	5,495	02/02/2008 02/02/2015	Common stock 30,000
Employee stock option	\$ 18.1975	08/08/2011		M	5,495	02/02/2009 02/02/2015	Common stock 30,000
Employee stock option	\$ 18.1975	08/08/2011		M	5,495	02/02/2010 02/02/2015	Common stock 30,000
Employee stock option	\$ 30.635					02/09/2007 02/09/2016	Common stock 53,332

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Employee stock option	\$ 30.635				02/09/2008	02/09/2016	Common stock	53,334	
Employee stock option	\$ 30.635				02/09/2009	02/09/2016	Common stock	53,334	
Employee stock option	\$ 23.0825				02/07/2008	02/07/2017	Common stock	39,666	
Employee stock option	\$ 23.0825				02/07/2009	02/07/2017	Common stock	39,666	
Employee stock option	\$ 23.0825				02/07/2010	02/07/2017	Common stock	39,668	
Employee stock option	\$ 19.225				02/06/2009	02/06/2018	Common stock	53,552	
Employee stock option	\$ 19.225				02/06/2010	02/06/2018	Common stock	53,554	
Employee stock option	\$ 19.225	08/08/2011		M	5,201	02/06/2011	02/06/2018	Common stock	53,554
Restricted stock units	\$ 19.225				02/06/2011	<u>(1)</u>	Common stock	40,736	
Employee stock option	\$ 17.1775				02/04/2010	02/04/2019	Common stock	82,924	
Employee stock option	\$ 17.1775				02/04/2011	02/04/2019	Common stock	82,924	
Employee stock option	\$ 17.1775				02/04/2012	02/04/2019	Common stock	82,924	
Restricted stock units	\$ 17.1775				02/04/2012	<u>(1)</u>	Common stock	109,550	
Employee stock option	\$ 26.2075				02/03/2011	02/03/2020	Common stock	55,940	
Employee stock option	\$ 26.2075				02/03/2012	02/03/2020	Common stock	55,940	

Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	55,938
Restricted stock units	\$ 26.2075	02/03/2013	(1)	Common stock	46,864
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	35,218
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	35,219
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	35,218

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman-CEO	

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 08/09/2011

\*\*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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.

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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