

Stanton Alexander L
 Form 4
 December 06, 2012

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 *
 Stanton Alexander L

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)
 12/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP Supply Chain

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	12/04/2012		M	4,000 (1) A \$ 33.2075	13,638	D	
Common Stock	12/04/2012		M	2,200 (1) A \$ 23.08	15,838	D	
Common Stock					8,098 (2)	D	
Common Stock					71	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	\$ 33.2075	12/04/2012		M	3,011	03/30/2007 03/30/2016		Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075	12/04/2012		M	989	03/30/2008 03/30/2016		Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075					03/30/2009 03/30/2016		Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075					03/30/2008 03/30/2016		Employee Stock Option	2,311
Employee Stock Option	\$ 33.2075					03/30/2009 03/30/2016		Employee Stock Option	3,656
Employee Stock Option	\$ 23.0825					02/07/2008 02/07/2017		Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2009 02/07/2017		Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2010 02/07/2017		Employee Stock Option	2,002
Employee Stock	\$ 23.0825	12/04/2012		M	2,200	02/07/2010 02/07/2017		Employee Stock	2,200

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Option				Option	
Employee				Employee	
Stock	\$ 17.1175	02/04/2012	02/04/2019	Stock	5,841
Option				Option	
Employee				Employee	
Stock	\$ 26.2075	02/03/2011	02/03/2020	Stock	5,758
Option				Option	
Employee				Employee	
Stock	\$ 26.2075	02/03/2012	02/03/2020	Stock	5,759
Option				Option	
Employee				Employee	
Stock	\$ 26.2075	02/03/2013	02/03/2020	Stock	5,759
Option				Option	
Employee				Employee	
Stock	\$ 51.695	02/02/2012	02/02/2021	Stock	3,626
Option				Option	
Employee				Employee	
Stock	\$ 51.695	02/02/2013	02/02/2021	Stock	3,625
Option				Option	
Employee				Employee	
Stock	\$ 51.695	02/02/2014	02/02/2021	Stock	3,625
Option				Option	
Employee				Employee	
Stock	\$ 85.08	02/08/2013	02/08/2022	Stock	3,169
Option				Option	
Employee				Employee	
Stock	\$ 85.08	02/08/2014	02/08/2022	Stock	3,169
Option				Option	
Employee				Employee	
Stock	\$ 85.08	02/08/2015	02/08/2022	Stock	3,169
Option				Option	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as
Attorney-in-fact

12/06/2012

__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) Transaction represents an exercise and hold of stock options.

Represents restricted stock units granted under the Tractor Supply Company 2009 Stock Incentive Plan. Each restricted stock unit

- (2) represents a contingent right to receive one share of Tractor Supply Company common stock. The restricted stock units vest on the third anniversary of the date of 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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