

Crudele Anthony F
 Form 4
 February 08, 2013

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 *
 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)
 02/07/2013

____ 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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common stock	02/07/2013		A ⁽¹⁾		2,621	A ⁽¹⁾	\$ 0	75,748	D	
Common stock								28,064	I	Anthony Crudele Family Trust
Common stock								28,064	I	Diane M Crudele Family Trust
								6,439	I	

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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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(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	\$ 23.0825					02/07/2010	02/07/2017	Common stock	5,000
Employee stock option	\$ 19.225					02/06/2011	02/06/2018	Common stock	11,817
Employee stock option	\$ 17.1175					02/04/2011	02/04/2019	Common stock	19,640
Employee stock option	\$ 17.1175					02/04/2012	02/04/2019	Common stock	19,640
Employee stock option	\$ 26.2075					02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075					02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075					02/03/2013	02/03/2020	Common stock	14,806
	\$ 51.695					02/02/2012	02/02/2021		9,322

Instrument	Exercise Price	Grant Date	Expiration Date	Underlying Shares	Instrument Type	Quantity
Employee stock option					Common stock	
Employee stock option	\$ 51.695		02/02/2013 02/02/2021		Common stock	9,323
Employee stock option	\$ 51.695		02/02/2014 02/02/2021		Common stock	9,323
Employee stock option	\$ 85.08		02/08/2013 02/08/2022		Common stock	8,149
Employee stock option	\$ 85.08		02/08/2014 02/08/2022		Common stock	8,149
Employee stock option	\$ 85.08		02/08/2015 02/08/2022		Common stock	8,149
Employee stock option	\$ 102.99	02/07/2013		A 7,180	Common stock	7,180
Employee stock option	\$ 102.99	02/07/2013		A 7,179	Common stock	7,179
Employee stock option	\$ 102.99	02/07/2013		A 7,179	Common stock	7,179

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 02/08/2013

**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).

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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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