Stanton Alexander L
Form 4
February 14, 2013

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

## 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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stanton Alexander L

(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)
02/03/2013

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 Supply Chain

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 | 02/03/2013 | | F [(1)] | | 1,358 | D [(1)] | $ 103.41 | 24,034 [(2)] | D | |
| Common Stock | | | | | | | | 95 | I | Stock Purchase Plan |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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) | | 8. I De Se (In |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option | $ 33.2075 | | | | | | | 03/30/2008 | 03/30/2016 | Employee Stock Option | 2,022 | |
| 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 Option | $ 17.1175 | | | | | | | 02/04/2012 | 02/04/2019 | Employee Stock Option | 5,841 | |
| Employee Stock Option | $ 26.2075 | | | | | | | 02/03/2011 | 02/03/2020 | Employee Stock Option | 5,758 | |
| Employee Stock | $ 26.2075 | | | | | | | 02/03/2012 | 02/03/2020 | Employee Stock | 5,759 | |

| | | | | | |
|---|---|---|---|---|---|
| Option | | | | Option | |
| Employee Stock Option | $ 26.2075 | 02/03/2013 | 02/03/2020 | Employee Stock Option | 5,759 |
| Employee Stock Option | $ 51.695 | 02/02/2012 | 02/02/2021 | Employee Stock Option | 3,626 |
| Employee Stock Option | $ 51.695 | 02/02/2013 | 02/02/2021 | Employee Stock Option | 3,625 |
| Employee Stock Option | $ 51.695 | 02/02/2014 | 02/02/2021 | Employee Stock Option | 3,625 |
| Employee Stock Option | $ 85.08 | 02/08/2013 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | $ 85.08 | 02/08/2014 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | $ 85.08 | 02/08/2015 | 02/08/2022 | Employee Stock Option | 3,169 |
| Employee Stock Option | $ 102.99 | 02/07/2014 | 02/07/2023 | Employee Stock Option | 3,989 |
| Employee Stock Option | $ 102.99 | 02/07/2015 | 02/07/2023 | Employee Stock Option | 3,989 |
| Employee Stock Option | $ 102.99 | 02/07/2016 | 02/07/2023 | Employee Stock Option | 3,988 |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| Alexander L. Stanton by: /s/ Kurt D. Barton, as Attorney-in-fact | 02/14/2013 |

**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). |
| **(1)** | This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units. |
| **(2)** | Includes 4,730 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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