

TRACTOR SUPPLY CO /DE/
Form 4
November 04, 2013

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 *
PARRISH BENJAMIN F JR

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)
11/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - General Counsel

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	11/01/2013		M ⁽¹⁾	4,000 A (1) 19.7575	\$ 19,344	D	
Common stock	11/01/2013		S ⁽¹⁾	4,000 D (1) 71.2087	\$ 15,344	D	
Common stock					2,184	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)

displays a currently valid OMB control number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 19.7575	11/01/2013		M	3,518	10/27/2012 10/27/2020	Common stock	3,518	
Employee stock option	\$ 19.7575	11/01/2013		M	482	10/27/2013 10/27/2020	Common stock	5,758	
Employee stock option	\$ 25.8475					02/02/2012 02/02/2021	Common stock	7,252	
Employee stock option	\$ 25.8475					02/02/2013 02/02/2021	Common stock	7,250	
Employee stock option	\$ 25.8475					02/02/2014 02/02/2021	Common stock	7,250	
Employee stock option	\$ 42.54					02/08/2013 02/08/2022	Common stock	9,056	
Employee stock option	\$ 42.54					02/08/2014 02/08/2022	Common stock	9,054	
Employee stock option	\$ 42.54					02/08/2015 02/08/2022	Common stock	9,054	
Employee stock option	\$ 51.495					02/07/2014 02/07/2023	Common stock	7,978	
	\$ 51.495					02/07/2015 02/07/2023		7,978	

Employee stock option				Common stock	
Employee stock option	\$ 51.495	02/07/2016	02/07/2023	Common stock	7,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH BENJAMIN F JR 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - General Counsel	

Signatures

Benjamin F. Parrish Jr. by: /s/ Kurt D. Barton, as Attorney-in-fact	11/04/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 was made pursuant to a 10b5-1 plan established by Mr. Parrish on 8/7/2013.

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.