

TRACTOR SUPPLY CO /DE/
Form 5
February 03, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SANDFORT GREGORY A

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President-CEO

200 POWELL PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTWOOD, TN 37027

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common stock | 10/03/2008 | Â | G | 10,000 D \$ 0 | 200,412 | D | Â |
| Common stock | 10/03/2008 | Â | G ⁽¹⁾ | 10,000 A ⁽¹⁾ \$ 0 | 10,000 | I | Sandfort Trust |
| Common stock | 10/06/2008 | Â | G | 6,320 D \$ 0 | 194,092 | D | Â |
| Common stock | 10/06/2008 | Â | G ⁽¹⁾ | 6,320 A ⁽¹⁾ \$ 0 | 16,320 | I | Sandfort Trust |

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| | | | | | | | | | |
|--------------|------------|---|------------------------|--------|------------------------|------|---------|---|----------------|
| Common stock | 10/10/2008 | Â | G | 3,680 | D | \$ 0 | 190,412 | D | Â |
| Common stock | 10/10/2008 | Â | <u>G⁽¹⁾</u> | 3,680 | <u>A₍₁₎</u> | \$ 0 | 20,000 | I | Sandfort Trust |
| Common stock | 10/22/2008 | Â | G | 8,484 | D | \$ 0 | 181,928 | D | Â |
| Common stock | 10/22/2008 | Â | <u>G⁽¹⁾</u> | 8,484 | <u>A₍₁₎</u> | \$ 0 | 28,484 | I | Sandfort Trust |
| Common stock | 12/02/2010 | Â | G | 16,002 | D | \$ 0 | 165,926 | D | Â |
| Common stock | 12/02/2010 | Â | <u>G⁽¹⁾</u> | 16,002 | <u>A₍₁₎</u> | \$ 0 | 44,486 | I | Sandfort Trust |
| Common stock | 02/06/2011 | Â | G | 19,040 | D | \$ 0 | 146,886 | D | Â |
| Common stock | 02/06/2011 | Â | <u>G⁽¹⁾</u> | 19,040 | <u>A₍₁₎</u> | \$ 0 | 63,526 | I | Sandfort Trust |
| Common stock | 06/01/2011 | Â | G | 63,526 | D | \$ 0 | 0 | I | Sandfort Trust |
| Common stock | 06/01/2011 | Â | <u>G⁽²⁾</u> | 63,526 | <u>A₍₂₎</u> | \$ 0 | 63,526 | I | LLC I |
| Common stock | 10/25/2011 | Â | G | 29,640 | D | \$ 0 | 117,246 | D | Â |
| Common stock | 10/25/2011 | Â | <u>G⁽¹⁾</u> | 29,640 | <u>A₍₁₎</u> | \$ 0 | 29,640 | I | Sandfort Trust |
| Common stock | 10/25/2011 | Â | G | 10,402 | D | \$ 0 | 106,844 | D | Â |
| Common stock | 10/25/2011 | Â | <u>G⁽¹⁾</u> | 10,402 | <u>A₍₁₎</u> | \$ 0 | 40,042 | I | Sandfort Trust |
| Common stock | 02/04/2012 | Â | G | 35,372 | D | \$ 0 | 71,472 | D | Â |
| Common stock | 02/04/2012 | Â | <u>G⁽¹⁾</u> | 35,372 | <u>A₍₁₎</u> | \$ 0 | 75,414 | I | Sandfort Trust |
| Common stock | 02/03/2013 | Â | G | 22,770 | D | \$ 0 | 48,702 | D | Â |
| Common stock | 02/03/2013 | Â | <u>G⁽¹⁾</u> | 22,770 | <u>A₍₁₎</u> | \$ 0 | 98,184 | I | Sandfort Trust |
| Common stock | 02/27/2013 | Â | G | 22,770 | D | \$ 0 | 75,414 | I | Sandfort Trust |
| Common stock | 02/27/2013 | Â | <u>G⁽²⁾</u> | 22,770 | <u>A₍₂₎</u> | \$ 0 | 86,296 | I | LLC I |
| | 09/17/2013 | Â | G | 75,414 | D | \$ 0 | 0 | I | |

| | | | | | | | | | |
|--------------|------------|---|------------------|--------|------------------|------|--------|---|----------------|
| Common stock | | | | | | | | | Sandfort Trust |
| Common stock | 09/17/2013 | Â | G ⁽²⁾ | 75,414 | A ₍₂₎ | \$ 0 | 75,414 | I | LLC II |
| Common stock | 10/10/2013 | Â | G | 10,000 | D | \$ 0 | 38,702 | D | Â |
| Common stock | 10/10/2013 | Â | G ⁽¹⁾ | 10,000 | A ₍₁₎ | \$ 0 | 10,000 | I | Sandfort Trust |
| Common stock | 10/10/2013 | Â | G | 1,682 | D | \$ 0 | 37,020 | D | Â |
| Common stock | 10/10/2013 | Â | G ⁽¹⁾ | 1,682 | A ₍₁₎ | \$ 0 | 11,682 | I | Sandfort Trust |

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.

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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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027 | Â X | Â | Â President-CEO | Â |

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/03/2014

**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) Shares transferred on the dates indicated to a revocable family trust in which the reporting person and his spouse share investment control.
- (2) Shares transferred on the dates indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.

Â

Remarks:

This is the first of two Form 5s filed by the reporting person on February 3, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.