

TRACTOR SUPPLY CO /DE/

Form 4

February 07, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2014

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

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	02/05/2014		A ⁽¹⁾		12,746	A ₍₁₎	\$ 0	45,754	D	
Common stock								11,682	I	Sandfort Trust
Common stock								86,296	I	LLC I
Common stock								75,414	I	LLC II
Common stock								9,092	I	Stock Purchase Plan

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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	\$ 13.1038							02/03/2012	02/03/2020	Common stock	41,132
Employee stock option	\$ 13.1038							02/03/2013	02/03/2020	Common stock	41,132
Employee stock option	\$ 25.8475							02/02/2012	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475							02/02/2013	02/02/2021	Common stock	25,896
Employee stock option	\$ 25.8475							02/02/2014	02/02/2021	Common stock	25,896
Employee stock option	\$ 42.54							02/08/2013	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54							02/08/2014	02/08/2022	Common stock	22,636
Employee stock option	\$ 42.54							02/08/2015	02/08/2022	Common stock	22,636
Employee stock option	\$ 51.495							02/07/2014	02/07/2023	Common stock	37,334

Employee stock option	\$ 51.495				02/07/2015	02/07/2023	Common stock	37,334
Employee stock option	\$ 51.495				02/07/2016	02/07/2023	Common stock	37,332
Common stock	\$ 63.55	02/05/2014	A	41,257	02/05/2015	02/05/2024	Common stock	41,257
Common stock	\$ 63.55	02/05/2014	A	41,257	02/05/2016	02/05/2024	Common stock	41,257
Common stock	\$ 63.55	02/05/2014	A	41,257	02/05/2017	02/05/2024	Common stock	41,257

Reporting Owners

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

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact 02/07/2014

__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).

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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