

JAMISON CYNTHIA T  
 Form 4  
 November 09, 2010

**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 \*  
 JAMISON CYNTHIA T

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. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2010

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

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE  
 (Street)

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

BRENTWOOD, TN 37027

(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)	Price
Common stock	11/05/2010		M			4,000	A	\$ 21.325	18,334	D	
Common stock	11/05/2010		S			4,000	D	\$ 41.8236	14,334	D	
Common stock	11/05/2010		M			4,000	A	\$ 18.1975	18,334	D	
Common stock	11/05/2010		S			4,000	D	\$ 41.8236	14,334	D	

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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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,332	01/22/2005 01/22/2015	Common stock	1,332	
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2006 01/22/2015	Common stock	1,334	
Non-qualified stock option	\$ 21.325	11/05/2010		M	1,334	01/22/2007 01/22/2015	Common stock	1,334	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2007 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2008 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2009 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 18.1975	11/05/2010		M	1,000	02/02/2010 02/02/2015	Common stock	1,000	
Non-qualified stock option	\$ 32.2225 <sup>(1)</sup>					05/04/2007 05/04/2016	Common stock	4,000 <sup>(1)</sup>	
Deferred stock units	\$ 32.2225 <sup>(1)</sup>					05/04/2007 <sup>(2)</sup>	Common stock	620	
Non-qualified stock option	\$ 25.6425 <sup>(1)</sup>					05/02/2008 05/02/2018	Common stock	4,000 <sup>(1)</sup>	
Deferred stock units	\$ 25.6425 <sup>(1)</sup>					05/02/2008 <sup>(2)</sup>	Common stock	780	
Non-qualified stock option	\$ 18.2 <sup>(1)</sup>					05/01/2009 05/01/2018	Common stock	4,000 <sup>(1)</sup>	

