

TRACTOR SUPPLY CO /DE/
Form 4
February 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Barbarick Steve K

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)
02/02/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP Merchandising

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)
				(A) or (D) Code V Amount (D) Price			
Common stock	02/02/2014		F(1)	1,172 D (1) \$ 66.38	28,506	D	
Common stock					1,465	I	Stock Purchase Plan
Common stock					4,772	I	Stock Purchase Plan By Wife

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

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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. Amount or Number of Shares
Employee stock option	\$ 11.5413					02/07/2010 02/07/2017	Employee stock option	5,334
Employee stock option	\$ 9.6125					02/06/2010 02/06/2018	Employee stock option	688
Employee stock option	\$ 9.6125					02/06/2011 02/06/2018	Employee stock option	9,334
Employee stock option	\$ 8.5588					02/04/2011 02/04/2019	Employee stock option	1,202
Employee stock option	\$ 8.5588					02/04/2012 02/04/2019	Employee stock option	5,334
Employee stock option	\$ 25.8475					02/02/2012 02/02/2021	Employee stock option	2,252
Employee stock option	\$ 25.8475					02/02/2013 02/02/2021	Employee stock option	7,250
Employee stock option	\$ 25.8475					02/02/2014 02/02/2021	Employee stock option	7,250
Employee stock option	\$ 42.54					02/08/2013 02/08/2022	Employee stock option	6,338

stock option				stock option	
Employee stock option	\$ 42.54	02/08/2014	02/08/2022	Employee stock option	6,338
Employee stock option	\$ 42.54	02/08/2015	02/08/2022	Employee stock option	6,338
Employee stock option	\$ 51.495	02/07/2014	02/07/2023	Employee stock option	14,360
Employee stock option	\$ 51.495	02/07/2015	02/07/2023	Employee stock option	14,358
Employee stock option	\$ 51.495	02/07/2016	02/07/2023	Employee stock option	14,358

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as Attorney-in-fact 02/04/2014

__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) 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.

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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