

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

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 *
Stanton Alexander L

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP Supply Chain

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)
Common stock	02/02/2014		F(1)	(A) or (D) V Amount Price 1,178 \$ D (1) 66.38	50,024	D	
Common stock					330	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)

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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. Amount or Number of Shares
Employee stock option	\$ 8.5588					02/04/2012 02/04/2019	Employee stock option	11,682
Employee stock option	\$ 13.1038					02/03/2011 02/03/2020	Employee stock option	11,516
Employee stock option	\$ 13.1038					02/03/2012 02/03/2020	Employee stock option	11,518
Employee stock option	\$ 13.1038					02/03/2013 02/03/2020	Employee stock option	11,518
Employee stock option	\$ 25.8475					02/02/2012 02/02/2021	Employee stock option	7,252
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
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	7,978
Employee stock option	\$ 51.495	02/07/2015	02/07/2023	Employee stock option	7,978
Employee stock option	\$ 51.495	02/07/2016	02/07/2023	Employee stock option	7,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton 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. 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.