

Crudele Anthony F
Form 4
December 07, 2010

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Crudele Anthony F

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)
12/03/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-Chief Financial Officer

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/03/2010 ⁽⁴⁾		M ⁽⁴⁾	V Amount (A) or (D) Price 13,000 A \$ 24.1025	23,090	D	
Common stock	12/03/2010 ⁽⁴⁾		S ⁽⁴⁾	13,000 D \$ 45.9111	10,090	D	
Common stock					5,553 ⁽¹⁾	I	Stock Purchase Plan

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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	\$ 24.1025	12/03/2010		M ⁽⁴⁾	7,500	09/26/2007	09/26/2015	Common stock	7,500
Employee stock option	\$ 24.1025	12/03/2010		M ⁽⁴⁾	5,500	09/26/2008	09/26/2015	Common stock	5,500
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2009	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2010	09/26/2015	Common stock	7,500 <u>(1)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2007	02/06/2016	Common stock	13,332 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2008	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2009	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2008	02/07/2017	Common stock	12,666 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2009	02/07/2017	Common stock	12,666 <u>(1) (3)</u>
Employee stock	\$ 23.0825 <u>(1)</u>					02/07/2010	02/07/2017	Common stock	12,668 <u>(1) (3)</u>

option

Employee stock option	\$ 19.225 (1)	02/06/2011	02/06/2018	Common stock	17,018 (1) (3)
Restricted stock units	\$ 19.225 (1)	02/06/2011	(2)	Common stock	12,944 (1)
Employee stock option	\$ 17.1175 (1)	02/04/2011	02/04/2019	Common stock	19,640 (1)
Employee stock option	\$ 17.1175 (1)	02/04/2012	02/04/2019	Common stock	19,640 (1)
Restricted stock units	\$ 17.1175 (1)	02/04/2012	(2)	Common stock	25,946 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2011	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	14,808 (1)
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	14,806 (1)
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(2)	Common stock	12,406 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as
Attorney-in-fact

12/07/2010

__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) Exercise price and shares have been adjusted to reflect 2-for-1 stock split that occurred on September 2, 2010.

Edgar Filing: Crudele Anthony F - Form 4

- (2) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) Transaction represents exercise of options pursuant to a 10b5-1 plan executed by Mr. Crudele.

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.