

SANDFORT GREGORY A
Form 4
February 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2009

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

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)
				(A) or (D) Code V Amount (D) Price			
Common stock					7,121	D	
Common stock					776	I	Stock Purchase Plan

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

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SEC 1474 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock options	\$ 40.485					11/05/2008 11/05/2017	Common stock 6,330 ⁽¹⁾
Employee stock options	\$ 40.485					11/05/2009 11/05/2017	Common stock 6,330 ⁽¹⁾
Employee stock options	\$ 40.485					11/05/2010 11/05/2017	Common stock 6,330 ⁽¹⁾
Restricted stock units ⁽²⁾	\$ 40.485					11/05/2010 ⁽³⁾ ⁽³⁾	Common stock 5,500
Employee stock options	\$ 38.45					02/06/2009 02/06/2018	Common stock 8,500 ⁽¹⁾
Employee stock options	\$ 38.45					02/06/2010 02/06/2018	Common stock 8,500 ⁽¹⁾
Employee stock options	\$ 38.45					02/06/2011 02/06/2018	Common stock 8,500 ⁽¹⁾
Restricted stock units ⁽²⁾	\$ 38.45					02/06/2011 ⁽³⁾	Common stock 6,470
Employee stock options	\$ 34.355	02/04/2009		A	9,820	02/04/2010 02/04/2019	Common stock 9,820
Employee stock options	\$ 34.355	02/04/2009		A	9,820	02/04/2011 02/04/2019	Common stock 9,820
Employee stock	\$ 34.355	02/04/2009		A	9,820	02/04/2012 02/04/2019	Common stock 9,820

options

Restricted

stock units	\$ 34.355	02/04/2009	A	12,973	02/04/2012 ⁽³⁾	⁽³⁾	Common stock	12,9
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027			EVP - Chief Merchandis Officer	

Signatures

Gregory Sandfort, by: /s/ David C. Lewis, as
Attorney-in-Fact

02/06/2009

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) Fractional shares are rounded to the nearest whole number.
- (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.