

RUTA STANLEY L
Form 4
September 16, 2010

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 *
RUTA STANLEY 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)
09/14/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-COO/Store Ops

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/14/2010 | | M ⁽¹⁾ | | 30,000 | A | \$ 21.325 |
| Common Stock | 09/14/2010 | | S ⁽¹⁾ | | 30,000 | D | \$ 37.5 |
| Common Stock | | | | | | | 10,991 |
| | | | | | | 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)

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 | \$ 21.325 <u>(2)</u> | 09/14/2010 ⁽¹⁾ | | M | 30,000 | 01/22/2007 | 01/22/2014 | Common stock | 30,000 |
| Employee Stock Option | \$ 18.1975 <u>(3)</u> | | | | | 02/02/2007 | 02/02/2015 | Common stock | 7,500 <u>(3)</u> |
| Employee Stock Option | \$ 18.1975 <u>(3)</u> | | | | | 02/02/2008 | 02/02/2015 | Common stock | 7,500 <u>(3)</u> |
| Employee Stock Option | \$ 18.1975 <u>(3)</u> | | | | | 02/02/2009 | 02/02/2015 | Common stock | 7,500 <u>(3)</u> |
| Employee Stock Option | \$ 18.1975 <u>(3)</u> | | | | | 02/02/2010 | 02/02/2015 | Common stock | 7,500 <u>(3)</u> |
| Employee Stock Option | \$ 30.635 <u>(4)</u> | | | | | 02/09/2007 | 02/09/2016 | Common stock | 13,332 <u>(4) (5)</u> |
| Employee Stock Option | \$ 30.635 <u>(6)</u> | | | | | 02/09/2008 | 02/09/2016 | Common stock | 13,334 <u>(5) (6)</u> |
| Employee Stock Option | \$ 30.635 <u>(6)</u> | | | | | 02/09/2009 | 02/09/2016 | Common stock | 13,334 <u>(5) (6)</u> |
| Employee Stock Option | \$ 23.0825 <u>(7)</u> | | | | | 02/07/2008 | 02/07/2017 | Common stock | 12,666 <u>(5) (7)</u> |
| Employee Stock Option | \$ 23.0825 <u>(7)</u> | | | | | 02/07/2009 | 02/07/2017 | Common stock | 12,666 <u>(5) (7)</u> |

| | | | | | |
|---------------------------------------|---------------------------|------------|-------------|--------------|---------------------------|
| Employee Stock Option | \$ 23.0825 <u>(8)</u> | 02/07/2010 | 02/07/2017 | Common stock | 12,668 <u>(5) (8)</u> |
| Employee Stock Option | \$ 19.225 <u>(9)</u> | 02/06/2009 | 02/06/2018 | Common stock | 17,016 <u>(5) (9)</u> |
| Employee Stock Option | \$ 19.225 <u>(10)</u> | 02/06/2010 | 02/06/2018 | Common stock | 17,018 <u>(5) (10)</u> |
| Employee Stock Option | \$ 19.225 <u>(10)</u> | 02/06/2011 | 02/06/2018 | Common stock | 17,018 <u>(5) (10)</u> |
| Restricted stock units <u>(11)</u> | \$ 19.225 <u>(12)</u> | 02/06/2011 | <u>(13)</u> | Common stock | 12,944 <u>(12)</u> |
| Employee Stock Option | \$ 17.1775 <u>(14)</u> | 02/04/2010 | 02/04/2019 | Common stock | 19,640 <u>(14)</u> |
| Employee Stock Option | \$ 17.1775 <u>(14)</u> | 02/04/2011 | 02/04/2019 | Common stock | 19,640 <u>(14)</u> |
| Employee Stock Option | \$ 17.1775 <u>(14)</u> | 02/04/2012 | 02/04/2019 | Common stock | 19,640 <u>(14)</u> |
| Restricted stock units <u>(11)</u> | \$ 17.1775 <u>(15)</u> | 02/04/2012 | <u>(13)</u> | Common stock | 25,946 <u>(15)</u> |
| Employee stock options | \$ 26.2075 <u>(16)</u> | 02/03/2011 | 02/03/2020 | Common stock | 14,808 <u>(16)</u> |
| Employee stock options | \$ 26.2075 <u>(16)</u> | 02/03/2012 | 02/03/2020 | Common stock | 14,808 <u>(16)</u> |
| Employee stock options | \$ 26.2075 <u>(17)</u> | 02/03/2013 | 02/03/2020 | Common stock | 14,806 <u>(17)</u> |
| Restricted stock units <u>(11)</u> | \$ 26.2075 <u>(18)</u> | 02/03/2013 | <u>(13)</u> | Common stock | 12,406 <u>(18)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

RUTA STANLEY L
200 POWELL PLACE
BRENTWOOD, TN 37027

EVP-COO/Store Ops

Signatures

Stanley L. Ruta by /s/ Kurt D. Barton, as
Attorney-in-fact

09/16/2010

__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) Transaction represents exercise of options (adjusted for 2-for-1 stock split paid by the Company on September 2, 2010) pursuant to a 10b5-1 plan executed by Mr. Ruta.
- (2) This option was previously reported as covering 15,000 shares at an exercise price of \$42.65 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (3) This option was previously reported as covering 3,750 shares at an exercise price of \$36.395 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (4) This option was previously reported as covering 6,666 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (5) Number of shares are rounded to the nearest whole number.
- (6) This option was previously reported as covering 6,667 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (7) This option was previously reported as covering 6,333 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (8) This option was previously reported as covering 6,334 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (9) This option was previously reported as covering 8,508 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (10) This option was previously reported as covering 8,509 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (11) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (12) This option was previously reported as covering 6,472 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (13) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (14) This option was previously reported as covering 9,820 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (15) This option was previously reported as covering 12,973 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (16) This option was previously reported as covering 7,404 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (17) This option was previously reported as covering 7,403 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (18) This option was previously reported as covering 6,203 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures

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