#### VELLA KIMBERLY D

Form 4

December 01, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_ VELLA KIMBERLY D			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) 200 POWER	, ,	Middle)	3. Date of (Month/E) 11/30/2	ay/Year)	•			Director 10% Owner _X_ Officer (give title Other (specify below)  SVP-Chief People Officer			
(Street) 4. If Amendment, Filed(Month/Day/Y						Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting				rson	
(City)	(State)	(Zip)						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common stock	11/30/2011			S(2)	2,000	D (2)	\$ 74.11	15,231	D		
Common stock								1,010	I	Stock purchase plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber 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 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock option	\$ 19.225					02/06/2009	02/06/2018	Common stock	13,764	
Employee stock option	\$ 19.225					02/06/2010	02/06/2018	Common stock	13,764	
Employee stock option	\$ 19.225					02/06/2011	02/06/2018	Common stock	13,764	
Employee stock option	\$ 17.1175					02/04/2010	02/04/2019	Common stock	10,911	
Employee stock option	\$ 17.1175					02/04/2011	02/04/2019	Common stock	10,911	
Employee stock option	\$ 17.1175					02/04/2012	02/04/2019	Common stock	10,912	
Restricted stock units	\$ 17.1175					02/04/2012	<u>(1)</u>	Common stock	14,414	
Employee stock option	\$ 26.2075					02/03/2011	02/03/2020	Common stock	8,226	
Employee stock option	\$ 26.2075					02/03/2012	02/03/2020	Common stock	8,227	
Employee stock option	\$ 26.2075					02/03/2013	02/03/2020	Common stock	8,227	
	\$ 26.2075					02/03/2013	<u>(1)</u>		6,892	

8. I Der Sec (In:

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Restricted stock units				Common stock	
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	5,180
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	5,179

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027

**SVP-Chief People Officer** 

**Signatures** 

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact

12/01/2011

\*\*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) Restricted stock units vest at the end of the third anniversary date of the date of grant and will be delivered to the reporting person on that date unless a deferral is elected.
- (2) This transaction was initiated pursuant to a 10b5-1 plan established by Ms. Vella on 11/9/2011.

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.

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