

Crudele Anthony F
Form 4
January 13, 2012

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

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(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)
01/12/2012

____ 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	01/12/2012		M ⁽²⁾	V Amount (A) or (D) Price 5,000 A ⁽²⁾ \$ 23.0825	37,054	D	
Common stock	01/12/2012		S ⁽²⁾	5,000 D ⁽²⁾ \$ 78.35	32,054	D	
Common stock	01/12/2012		M ⁽²⁾	10,000 A ⁽²⁾ \$ 30.635	42,054	D	
Common stock	01/12/2012		S ⁽²⁾	10,000 D ⁽²⁾ \$ 79.5	32,054	D	
Common stock					6,143	I	Stock Purchase Plan

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

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(9-02)

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 Share
Employee stock option	\$ 24.1025							09/26/2007	09/26/2015	Common stock	148
Employee stock option	\$ 24.1025							09/26/2008	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025							09/26/2009	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025							09/26/2010	09/26/2015	Common stock	4,556
Employee stock option	\$ 30.635	01/12/2012		<u>M</u> ⁽²⁾		10,000 <u>(2)</u>		02/09/2009	02/09/2016	Common stock	10,000
Employee stock option	\$ 23.0825	01/12/2012		<u>M</u> ⁽²⁾		5,000 <u>(2)</u>		02/07/2009	02/07/2017	Common stock	12,332
Employee stock option	\$ 23.0825							02/07/2010	02/07/2017	Common stock	12,668
Employee stock option	\$ 19.225							02/06/2011	02/06/2018	Common stock	11,817
Employee stock option	\$ 17.1175							02/04/2011	02/04/2019	Common stock	19,640

Employee stock option	\$ 17.1175	02/04/2012	02/04/2019	Common stock	19,640
Restricted stock units	\$ 17.1175 (1)	02/04/2012	(1)	Common stock	25,946 (1)
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 (1)	02/03/2013	(1)	Common stock	12,406 (1)
Employee stock option	\$ 51.695	02/02/2012	02/02/2021	Common stock	9,322
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	9,323

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

01/13/2012

_____*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 of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.

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(2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele on 10/31/2011.

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

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