

WRIGHT JAMES F

Form 4

February 04, 2013

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WRIGHT JAMES 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)  
01/31/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman-CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|-----------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D)<br>Price   |                                                                                               |                                                          |                                                       |
| Common stock                    | 01/31/2013                           |                                                    | M <sup>(2)</sup>               |                                                                   | 160,000 | A<br>(2)<br>\$ 30.635 | 466,644                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/31/2013                           |                                                    | S <sup>(2)</sup>               |                                                                   | 160,000 | D<br>(2)<br>\$ 102.5  | 306,644                                                                                       | D                                                        |                                                       |
| Common stock                    |                                      |                                                    |                                |                                                                   |         |                       | 2,651                                                                                         | I                                                        | 2010 Grandchildren's Trust                            |
| Common stock                    |                                      |                                                    |                                |                                                                   |         |                       | 15,644                                                                                        | I                                                        | Trust                                                 |
| Common stock                    |                                      |                                                    |                                |                                                                   |         |                       | 9,201                                                                                         | 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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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Share |
| Employee<br>stock<br>option                         | \$ 30.635                                                             | 01/31/2013                              |                                                             | M <sup>(2)</sup>                        | 53,332<br>(2)                                                                                                | 02/09/2007                                                     | 02/09/2016         | Common<br>stock                                                     | 53,332                             |
| Employee<br>stock<br>option                         | \$ 30.635                                                             | 01/31/2013                              |                                                             | M <sup>(2)</sup>                        | 53,334<br>(2)                                                                                                | 02/09/2008                                                     | 02/09/2016         | Common<br>stock                                                     | 53,334                             |
| Employee<br>stock<br>option                         | \$ 30.635                                                             | 01/31/2013                              |                                                             | M <sup>(2)</sup>                        | 53,334<br>(2)                                                                                                | 02/09/2009                                                     | 02/09/2016         | Common<br>stock                                                     | 53,334                             |
| Employee<br>stock<br>option                         | \$ 23.0825                                                            |                                         |                                                             |                                         |                                                                                                              | 02/07/2008                                                     | 02/07/2017         | Common<br>stock                                                     | 39,666                             |
| Employee<br>stock<br>option                         | \$ 23.0825                                                            |                                         |                                                             |                                         |                                                                                                              | 02/07/2009                                                     | 02/07/2017         | Common<br>stock                                                     | 39,666                             |
| Employee<br>stock<br>option                         | \$ 23.0825                                                            |                                         |                                                             |                                         |                                                                                                              | 02/07/2010                                                     | 02/07/2017         | Common<br>stock                                                     | 39,668                             |
| Employee<br>stock<br>option                         | \$ 19.225                                                             |                                         |                                                             |                                         |                                                                                                              | 02/06/2009                                                     | 02/06/2018         | Common<br>stock                                                     | 53,552                             |
| Employee<br>stock<br>option                         | \$ 19.225                                                             |                                         |                                                             |                                         |                                                                                                              | 02/06/2010                                                     | 02/06/2018         | Common<br>stock                                                     | 53,554                             |
| Employee<br>stock<br>option                         | \$ 19.225                                                             |                                         |                                                             |                                         |                                                                                                              | 02/06/2011                                                     | 02/06/2018         | Common<br>stock                                                     | 48,353                             |

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|                        |            |            |            |              |                      |
|------------------------|------------|------------|------------|--------------|----------------------|
| Restricted stock units | \$ 19.225  | 02/06/2011 | <u>(1)</u> | Common stock | 40,736<br><u>(1)</u> |
| Employee stock option  | \$ 17.1175 | 02/04/2010 | 02/04/2019 | Common stock | 82,924               |
| Employee stock option  | \$ 17.1175 | 02/04/2011 | 02/04/2019 | Common stock | 82,924               |
| Employee stock option  | \$ 17.1175 | 02/04/2012 | 02/04/2019 | Common stock | 82,924               |
| Employee stock option  | \$ 26.2075 | 02/03/2011 | 02/03/2020 | Common stock | 55,940               |
| Employee stock option  | \$ 26.2075 | 02/03/2012 | 02/03/2020 | Common stock | 55,940               |
| Employee stock option  | \$ 26.2075 | 02/03/2013 | 02/03/2020 | Common stock | 55,938               |
| Restricted stock units | \$ 26.2075 | 02/03/2013 | <u>(1)</u> | Common stock | 46,864<br><u>(1)</u> |
| Employee stock option  | \$ 51.695  | 02/02/2012 | 02/02/2021 | Common stock | 35,218               |
| Employee stock option  | \$ 51.695  | 02/02/2013 | 02/02/2021 | Common stock | 35,219               |
| Employee stock option  | \$ 51.695  | 02/02/2014 | 02/02/2021 | Common stock | 35,218               |
| Employee stock option  | \$ 85.08   | 02/08/2013 | 02/08/2022 | Common stock | 30,785               |
| Employee stock option  | \$ 85.08   | 02/08/2014 | 02/08/2022 | Common stock | 30,785               |
| Employee stock option  | \$ 85.08   | 02/08/2015 | 02/08/2022 | Common stock | 30,785               |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |              |       |
|-----------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                           | Director      | 10% Owner | Officer      | Other |
| WRIGHT JAMES F<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 | X             |           | Chairman-CEO |       |

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as  
Attorney-in-fact

02/04/2013

\_\_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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.
- (2) Transaction was made pursuant to a 10b5-1 plan executed by Mr. Wright on 11/13/2012.

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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