

VELLA KIMBERLY D  
Form 4  
August 11, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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) (First) (Middle)  
200 POWELL PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP - Human Resources

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 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 Indirect Beneficial Ownership (Instr. 4)
Common stock	08/09/2010		M <sup>(1)</sup>	V Amount (A) or (D) Price 3,638 A \$ 19.64	10,244	D	
Common stock	08/09/2010		S <sup>(1)</sup>	3,638 D \$ 72	6,606	D	
Common stock					287	I	Stock Purchase Plan

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

**Persons who respond to the collection of  
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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 options	\$ 19.64	08/09/2010		M <sup>(1)</sup>	3,333	01/23/2005	01/23/2013	Common stock	3,333 (2)
Employee stock options	\$ 19.64	08/09/2010		M <sup>(1)</sup>	305	01/23/2006	01/23/2013	Common stock	305
Employee stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
Employee stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2009	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2010	02/02/2015	Common stock	1,875
	\$ 61.27					02/09/2007	02/09/2016		

Employee stock options					Common stock	3,333 (2)
Employee stock options	\$ 61.27		02/09/2008	02/09/2016	Common stock	3,333 (2)
Employee stock options	\$ 61.27		02/09/2009	02/09/2016	Common stock	3,334 (2)
Employee stock options	\$ 46.165		02/07/2008	02/07/2017	Common stock	5,000
Employee stock options	\$ 46.165		02/07/2009	02/07/2017	Common stock	5,000
Employee stock options	\$ 46.165		02/07/2010	02/07/2017	Common stock	5,000
Employee stock options	\$ 38.45		02/06/2009	02/06/2018	Common stock	6,882
Employee stock options	\$ 38.45		02/06/2010	02/06/2018	Common stock	6,882
Employee stock options	\$ 38.45		02/06/2011	02/06/2018	Common stock	6,882
Restricted stock units (3)	\$ 38.45		02/06/2011	(4)	Common stock	5,233
Employee stock options	\$ 34.355		02/04/2010	02/04/2019	Common stock	5,455 (2)
Employee stock options	\$ 34.355		02/04/2011	02/04/2019	Common stock	5,456 (2)
Employee stock options	\$ 34.355		02/04/2012	02/04/2019	Common stock	5,456 (2)
Restricted stock units (3)	\$ 34.355		02/04/2012 <sup>(4)</sup>	(4)	Common stock	7,207
Employee stock	\$ 52.415		02/03/2011	02/03/2020	Common stock	4,113

options

Employee

stock \$ 52.415

02/03/2012

02/03/2020

Common  
stock

4,113

options

Employee

stock \$ 52.415

02/03/2013

02/03/2020

Common  
stock

4,114

options

Restricted

stock units \$ 52.415

02/03/2013

(4)Common  
stock

3,440

(3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Human Resources	

## Signatures

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

08/11/2010

                    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 was executed in connection with a trading plan established by Ms. Vella on May 21, 2010 under Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Fractional shares are rounded to the nearest whole number
- (3) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The restricted stock units vest at the end of the third anniversary of the date of grant.

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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