

Stanton Alexander L
Form 4
February 08, 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 *
Stanton Alexander 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)
02/07/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP Supply Chain

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				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/07/2013		A(1)		1,456	A (1)	\$ 0 9,554 (1)
Common Stock					95	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
information contained in this form are not
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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	\$ 33.2075							03/30/2009	03/30/2016	Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075							03/30/2008	03/30/2016	Employee Stock Option	2,311
Employee Stock Option	\$ 33.2075							03/30/2009	03/30/2016	Employee Stock Option	3,656
Employee Stock Option	\$ 23.0825							02/07/2008	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825							02/07/2009	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825							02/07/2010	02/07/2017	Employee Stock Option	2,002
Employee Stock Option	\$ 17.1175							02/04/2012	02/04/2019	Employee Stock Option	5,841
Employee Stock Option	\$ 26.2075							02/03/2011	02/03/2020	Employee Stock Option	5,758
Employee Stock Option	\$ 26.2075							02/03/2012	02/03/2020	Employee Stock Option	5,759
	\$ 26.2075							02/03/2013	02/03/2020		5,759

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Employee Stock Option								Employee Stock Option	
Employee Stock Option	\$ 51.695				02/02/2012	02/02/2021		Employee Stock Option	3,626
Employee Stock Option	\$ 51.695				02/02/2013	02/02/2021		Employee Stock Option	3,625
Employee Stock Option	\$ 51.695				02/02/2014	02/02/2021		Employee Stock Option	3,625
Employee Stock Option	\$ 85.08				02/08/2013	02/08/2022		Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2014	02/08/2022		Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2015	02/08/2022		Employee Stock Option	3,169
Employee Stock Option	\$ 102.99	02/07/2013	A	3,989	02/07/2014	02/07/2023		Employee Stock Option	3,989
Employee Stock Option	\$ 102.99	02/07/2013	A	3,989	02/07/2015	02/07/2023		Employee Stock Option	3,989
Employee Stock Option	\$ 102.99	02/07/2013	A	3,988	02/07/2016	02/07/2023		Employee Stock Option	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as
Attorney-in-fact 02/08/2013

__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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

- (1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the 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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