

WRIGHT JAMES F  
Form 4  
February 01, 2011

**FORM 4**

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

OMB APPROVAL

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**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

(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)  
01/27/2011

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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)
				(A) or (D) Code V Amount (D) Price			
Common stock	01/27/2011		M <sup>(4)</sup>	50,000 A \$ 9.82	249,531	D	
Common stock	01/27/2011		S <sup>(4)</sup>	50,000 D \$ 50.59	199,531	D	
Common stock					2,651	I	2010 Grandchildren's Trust
Common stock					48,204	I	Grantor Retained Annuity Trust
					15,644 <sup>(1)</sup>	I	Trust

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Common  
stock

Common  
stock

8,356 <sup>(1)</sup> 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 required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4)	Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Employee stock option	\$ 9.82	01/27/2011		M <sup>(4)</sup>	50,000	01/23/2006	01/23/2013	Common stock	50,000
Employee stock option	\$ 21.325 <sup>(1)</sup>					01/22/2007	01/22/2014	Common stock	90,000 <sup>(1)</sup>
Employee stock option	\$ 16.34 <sup>(1)</sup>					10/01/2007	10/01/2014	Common stock	75,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2007	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2008	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2009	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2010	02/02/2015	Common stock	30,000 <sup>(1)</sup>
						02/09/2007	02/09/2016		

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Employee stock option	\$ 30.635 <u>(1)</u>			Common stock	53,3 <u>(1)</u>
Employee stock option	\$ 30.635	02/09/2008	02/09/2016	Common stock	53,3 <u>(1)</u>
Employee stock option	\$ 30.635 <u>(1)</u>	02/09/2009	02/09/2016	Common stock	53,3 <u>(1)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2008	02/07/2017	Common stock	39,6 <u>(1)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2009	02/07/2017	Common stock	39,6 <u>(1)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2010	02/07/2017	Common stock	39,6 <u>(1)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2009	02/06/2018	Common stock	53,4 <u>(1)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2010	02/06/2018	Common stock	53,4 <u>(1)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2011	02/06/2018	Common stock	53,4 <u>(1)</u>
Restricted stock units	\$ 19.225 <u>(1)</u>	02/06/2011 <sup>(1)</sup>	<sup>(2)</sup>	Common stock	40,7 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2010	02/04/2019	Common stock	82,9 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2011	02/04/2019	Common stock	82,9 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2012	02/04/2019	Common stock	82,9 <u>(1)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>	02/04/2012	<sup>(2)</sup>	Common stock	109, <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2011	02/03/2020	Common stock	55,9 <u>(1)</u>

