

VELLA KIMBERLY D
Form 4
June 23, 2011

FORM 4

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

OMB APPROVAL

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

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

(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)
06/22/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief People Officer

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) Price			
Common stock	06/22/2011		M ⁽⁴⁾	30,000 A ₍₄₎ \$ 23.0825	47,231	D	
Common Stock	06/22/2011		S ⁽⁴⁾	30,000 D ₍₄₎ \$ 65	17,231	D	
Common stock					814 ⁽¹⁾	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

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	\$ 23.0825	06/22/2011		M ⁽⁴⁾	10,000 ₍₄₎	02/07/2008	02/07/2017	Common stock	10,000
Employee stock option	\$ 23.0825	06/22/2011		M ⁽⁴⁾	10,000 ₍₄₎	02/07/2009	02/07/2017	Common stock	10,000
Employee stock option	\$ 23.0825	06/22/2011		M ⁽⁴⁾	10,000 ₍₄₎	02/07/2010	02/07/2017	Common stock	10,000
Employee stock option	\$ 19.225 ₍₁₎					02/06/2009	02/06/2018	Common stock	13,764 ₍₁₎
Employee stock option	\$ 19.225 ₍₁₎					02/06/2010	02/06/2018	Common stock	13,764 ₍₁₎
Employee stock option	\$ 19.225 ₍₁₎					02/06/2011	02/06/2018	Common stock	13,764 ₍₁₎
Employee stock option	\$ 17.1775 ₍₁₎					02/04/2010	02/04/2019	Common stock	10,910 _{(1) (3)}
Employee stock option	\$ 17.1775 ₍₁₎					02/04/2011	02/04/2019	Common stock	10,912 _{(1) (3)}
Employee stock option	\$ 17.1775 ₍₁₎					02/04/2012	02/04/2019	Common stock	10,912 _{(1) (3)}
Restricted stock units	\$ 17.1775 ₍₁₎					02/04/2012	<u>(2)</u>	Common stock	14,414 ₍₁₎

