

VELLA KIMBERLY D
Form 4
February 27, 2012

FORM 4

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

OMB APPROVAL

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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)
02/23/2012

____ 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 | 02/23/2012 | | S ⁽²⁾ | 3,400 D ₍₂₎ \$ 85 19,328 | | D | |
| Common stock | 02/24/2012 | | M ⁽³⁾ | 789 A ₍₃₎ \$ 19.225 20,117 | | D | |
| Common stock | 02/24/2012 | | S ⁽³⁾ | 789 D ₍₃₎ \$ 85.01 19,328 | | D | |
| Common stock | 02/27/2012 | | M ⁽³⁾ | 35,300 A ₍₃₎ \$ 19.225 54,628 | | D | |
| Common stock | 02/27/2012 | | S ⁽³⁾ | 25,700 D ₍₃₎ \$ 85.51 28,928 | | D | |

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| | | | | | | | | | |
|--------------|------------|--|--------------|-------|--------------|----------|--------|---|---------------------|
| Common stock | 02/27/2012 | | <u>S</u> (3) | 9,600 | <u>D</u> (3) | \$ 86.37 | 19,328 | D | |
| Common stock | | | | | | | 1,076 | 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 Securities (Instr. 3 and 4) | Amount or Number of Share |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee stock option | \$ 19.225 | 02/24/2012 ⁽⁴⁾ | | <u>M</u> (3) | 13,764 (3) | 02/06/2009 02/06/2018 | Common stock | 13,764 |
| Employee stock option | \$ 19.225 | 02/27/2012 | | <u>M</u> (3) | 13,764 (3) | 02/06/2010 02/06/2018 | Common stock | 13,764 |
| Employee stock option | \$ 19.225 | 02/27/2012 | | <u>M</u> (3) | 8,561 (3) | 02/06/2011 02/06/2018 | Common stock | 13,764 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2010 02/04/2019 | Common stock | 10,911 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2011 02/04/2019 | Common stock | 10,911 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2012 02/04/2019 | Common stock | 10,912 |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2011 02/03/2020 | Common stock | 8,226 |

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) Restricted stock units vest at the end of the third anniversary date of the date of grant and will be delivered to the reporting person on that date unless a deferral is elected.
- (2) This transaction was made pursuant to a 10b5-1 plan established by Ms. Vella on 11/9/2011.
- (3) This transaction was made pursuant to a 10b5-1 plan established by Ms. Vella on 02/06/2012.
- (4) Grant exercised over a two day period. 789 shares were exercised and sold on 2/24/2012. The remaining 12,975 shares were exercised and sold on 2/27/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.