

PARRISH BENJAMIN F JR
 Form 4
 February 08, 2013

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 *
 PARRISH BENJAMIN F JR

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
 Officer (give title below) _____ Other (specify below)
 SVP - General Counsel

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/07/2013		A ⁽¹⁾	1,456 A ⁽¹⁾	\$ 0 7,672	D	
Common Stock					825	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.

SEC 1474 (9-02)

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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	\$ 39.515							10/27/2011	10/27/2020	Common Stock	2,880
Employee Stock Option	\$ 39.515							10/27/2012	10/27/2020	Common Stock	2,879
Employee Stock Option	\$ 39.515							10/27/2013	10/27/2020	Common Stock	2,879
Employee Stock Option	\$ 51.695							02/02/2012	02/02/2021	Common Stock	3,626
Employee Stock Option	\$ 51.695							02/02/2013	02/02/2021	Common Stock	3,625
Employee Stock Option	\$ 51.695							02/02/2014	02/02/2021	Common Stock	3,625
Employee Stock Option	\$ 85.08							02/08/2013	02/08/2022	Common Stock	4,528
Employee Stock Option	\$ 85.08							02/08/2014	02/08/2022	Common Stock	4,527
Employee Stock Option	\$ 85.08							02/08/2015	02/08/2022	Common Stock	4,527
Employee Stock Option	\$ 102.99	02/07/2013		A		3,989		02/07/2014	02/07/2023	Common Stock	3,989
	\$ 102.99	02/07/2013		A		3,989		02/07/2015	02/07/2023		3,989

