

VELLA KIMBERLY D  
Form 4  
February 06, 2009

**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)  
02/04/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP - Human Resources

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					930	D	
Common stock					2,134	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock options	\$ 3.3574					01/25/2005	01/25/2011	Common stock	1,734
Employee stock options	\$ 3.3574					01/25/2006	01/25/2011	Common stock	5,867 <sup>(1)</sup>
Employee stock options	\$ 8.9075					01/24/2005	01/24/2012	Common stock	3,334
Employee stock options	\$ 19.64					01/23/2005	01/23/2013	Common stock	3,333 <sup>(1)</sup>
Employee stock options	\$ 19.64					01/23/2006	01/23/2013	Common stock	305
Employee stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
Employee stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,875
	\$ 36.395					02/02/2009	02/02/2015		1,875

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Employee stock options								Common stock	
Employee stock options	\$ 36.395				02/02/2010	02/02/2015		Common stock	1,875
Employee stock options	\$ 61.27				02/09/2007	02/09/2016		Common stock	3,333 <sup>(1)</sup>
Employee stock options	\$ 61.27				02/09/2008	02/09/2016		Common stock	3,333 <sup>(1)</sup>
Employee stock options	\$ 61.27				02/09/2009	02/09/2016		Common stock	3,334 <sup>(1)</sup>
Employee stock options	\$ 46.165				02/07/2008	02/07/2017		Common stock	5,000
Employee stock options	\$ 46.165				02/07/2009	02/07/2017		Common stock	5,000
Employee stock options	\$ 46.165				02/07/2010	02/07/2017		Common stock	5,000
Restricted stock units <sup>(2)</sup>	\$ 46.165				02/07/2010	<sup>(3)</sup>		Common stock	4,500
Employee stock options	\$ 38.45				02/06/2009	02/06/2018		Common stock	6,882
Employee stock options	\$ 38.45				02/06/2010	02/06/2018		Common stock	6,882
Employee stock options	\$ 38.45				02/06/2011	02/06/2018		Common stock	6,882
Restricted stock units <sup>(2)</sup>	\$ 38.45				02/06/2011	<sup>(3)</sup>		Common stock	5,235
Employee stock options	\$ 34.355	02/04/2009		A	5,455 <sup>(1)</sup>	02/04/2010	02/04/2019	Common stock	5,455 <sup>(1)</sup>
Employee stock	\$ 34.355	02/04/2009		A	5,456 <sup>(1)</sup>	02/04/2011	02/04/2019	Common stock	5,456 <sup>(1)</sup>

options

Employee  
stock options

\$ 34.355 02/04/2009

A

5,456  
(1)

02/04/2012 02/04/2019

Common  
stock 5,456  
(1)

Restricted  
stock units  
(2)

\$ 34.355 02/04/2009

A

7,207

02/04/2012(3) (3)

Common  
stock 7,207

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

VELLA KIMBERLY D  
200 POWELL PLACE  
BRENTWOOD, TN 37027

SVP - Human Resources

## Signatures

Kimberly D. Vella by: /s/ David C. Lewis, as  
Attorney-in-fact

02/06/2009

\_\_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).

(1) Fractional shares are rounded to the nearest whole number

(2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

(3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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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