

Crudele Anthony F
Form 4
April 05, 2011

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 *
Crudele Anthony 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)
04/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial 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	04/04/2011		M ⁽⁴⁾		10,000	A ⁽⁴⁾	\$ 30.635
Common stock	04/04/2011		S ⁽⁴⁾		10,000	D ⁽⁴⁾	\$ 61.95
Common stock					5,724	I	⁽¹⁾

Stock Purchase Plan

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

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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	\$ 24.1025					09/26/2008 09/26/2015	Common stock 2,000
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2009 09/26/2015	Common stock 7,500 <u>(1)</u>
Employee stock option	\$ 24.1025 <u>(1)</u>					09/26/2010 09/26/2015	Common stock 7,500 <u>(1)</u>
Employee stock option	\$ 30.635	04/04/2011		<u>M</u> ⁽⁴⁾	3,332 <u>(4)</u>	02/09/2007 02/06/2016	Common stock 3,332
Employee stock option	\$ 30.635	04/04/2011		<u>M</u> ⁽⁴⁾	6,668 <u>(4)</u>	02/09/2008 02/09/2016	Common stock 6,668
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2009 02/09/2016	Common stock 13,334 <u>(1) (3)</u>
Employee stock option	\$ 23.0825					02/07/2009 02/07/2017	Common stock 334
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2010 02/07/2017	Common stock 12,668 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2011 02/06/2018	Common stock 17,018 <u>(1) (3)</u>
Employee stock	\$ 17.1175 <u>(1)</u>					02/04/2011 02/04/2019	Common stock 19,640 <u>(1)</u>

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- (2) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr Crudele.

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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