

Crudele Anthony F
Form 4
October 31, 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)
10/27/2011

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common stock | 10/27/2011 | | M(2) | 6,824 A (2) \$ 30.635 | 38,878 | D | |
| Common stock | 10/27/2011 | | S(2) | 6,824 D (2) \$ 74.5 | 32,054 | D | |
| Common stock | | | | | 6,045 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2007 09/26/2015 | Common stock 148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2008 09/26/2015 | Common stock 4,148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2009 09/26/2015 | Common stock 4,148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2010 09/26/2015 | Common stock 4,556 |
| Employee stock option | \$ 30.635 | 10/27/2011 | | <u>M</u> ⁽²⁾ | <u>6,666</u> ⁽²⁾ | 02/09/2008 02/09/2016 | Common stock 6,666 |
| Employee stock option | \$ 30.635 | 10/27/2011 | | <u>M</u> ⁽²⁾ | <u>158</u> ⁽²⁾ | 02/09/2009 02/09/2016 | Common stock 13,334 |
| Employee stock option | \$ 23.0825 | | | | | 02/07/2009 02/07/2017 | Common stock 334 |
| Employee stock option | \$ 23.0825 | | | | | 02/07/2010 02/07/2017 | Common stock 12,668 |
| Employee stock option | \$ 19.225 | | | | | 02/06/2011 02/06/2018 | Common stock 11,817 |
| Employee stock | \$ 17.1175 | | | | | 02/04/2011 02/04/2019 | Common stock 19,640 |

| | | | | | |
|------------------------|-------------------|------------|------------|--------------|---------------|
| option | | | | | |
| Employee stock option | \$ 17.1175 | 02/04/2012 | 02/04/2019 | Common stock | 19,640 |
| Restricted stock units | \$ 17.1175 (1) | 02/04/2012 | (1) | Common stock | 25,946 (1) |
| Employee stock option | \$ 26.2075 | 02/03/2011 | 02/03/2020 | Common stock | 14,808 |
| Employee stock option | \$ 26.2075 | 02/03/2012 | 02/03/2020 | Common stock | 14,808 |
| Employee stock option | \$ 26.2075 | 02/03/2013 | 02/03/2020 | Common stock | 14,806 |
| Restricted stock units | \$ 26.2075 (1) | 02/03/2013 | (1) | Common stock | 12,406 (1) |
| Employee stock option | \$ 51.695 | 02/02/2012 | 02/02/2021 | Common stock | 9,322 |
| Employee stock option | \$ 51.695 | 02/02/2013 | 02/02/2021 | Common stock | 9,323 |
| Employee stock option | \$ 51.695 | 02/02/2014 | 02/02/2021 | Common stock | 9,323 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027 | | | EVP-Chief Financial Officer | |

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact
 Signature of Reporting Person
 Date
 10/31/2011

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)

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Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.

(2) 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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