TRACTOR SUPPLY CO /DE/
Form 4
May 04, 2010

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAMS JOHN C JR

(Last) (First) (Middle)

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | 04/29/2010 | | A(1) | | 887 | A (1) | $ 0 | 1,637 | D | |

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

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SEC 1474 (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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun or Numbe of Shares |
| Non-qualified stock options | $ 53.04 | | | | | | | 05/02/2008 | 06/15/2017 | Common stock | 3,500 |
| Deferred stock units (2) | $ 53.04 | | | | | | | 05/02/2008(3) | (3) | Common stock | 377 |
| Non-qualified stock options | $ 36.4 | | | | | | | 05/01/2009 | 05/01/2018 | Common stock | 2,000 |
| Deferred stock units (2) | $ 36.4 | | | | | | | 05/01/2009(4) | (4) | Common stock | 549 |
| Deferred stock units (2) | $ 38.795 | | | | | | | 05/07/2010(4) | (4) | Common stock | 1,288 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ADAMS JOHN C JR<br>C/O TRACTOR SUPPLY COMPANY<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 | X | | | |

# Signatures

| | |
|---|---|
| Johnston C. Adams by: /s/ Kurt D. Barton, as Attorney-in-fact | 05/03/2010 |
| **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)** Shares were acquired pursuant to a grant of restricted stock units (RSUs)under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock per unit. The RSUs vest at the end of the first anniversary date of the grant.

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

**(3)** The deferred stock units vest on the first anniversary of the most recent commencement date of the annual term of the directors. In this case, as Mr. Adams was appointed subsequent to that commencement date, the vesting will occur on May 2, 2008. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

**(4)** The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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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