

Bingleman John C  
Form 4  
May 10, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bingleman John C

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)

C/O TRACTOR SUPPLY  
COMPANY, 200 POWELL PLACE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2010

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 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	05/07/2010		M <sup>(1)</sup>		1,288	A	\$ 62.415 <sup>(2)</sup>
							24,675
							D

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  
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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)**

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 42.68							10/19/2007	10/19/2015	Common stock	
Non-qualified stock option	\$ 42.68							10/19/2015	10/19/2015	Common stock	
Non-qualified stock option	\$ 42.68							10/19/2015	10/19/2015	Common stock	
Non-qualified stock option	\$ 42.68							10/19/2015	10/19/2015	Common stock	
Non-qualified stock option	\$ 64.445							05/04/2007	05/04/2017	Common stock	2
Deferred stock units <u>(2)</u>	\$ 64.445							05/04/2007 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	
Non-qualified stock option	\$ 51.285							05/02/2008	05/02/2018	Common stock	2
Deferred stock units <u>(2)</u>	\$ 51.285							05/02/2008 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	
Non-qualified stock option	\$ 36.4							05/01/2009	05/01/2018	Common stock	2
Deferred stock units <u>(2)</u>	\$ 36.4							05/01/2009 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	
Deferred stock units <sup>(2)</sup> <sup>(4)</sup>	\$ 62.415 <sup>(5)</sup>	05/07/2010		M <sup>(6)</sup>		1,288		05/07/2010 <sup>(4)</sup>	<sup>(4)</sup>	Common stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bingleman John C C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

Jack C. Bingleman by: /s/ Kurt D. Barton, as  
Attorney-in-fact

05/10/2010

\_\_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) Transaction represents vesting of restricted stock units previously reported on Table II and conversion to common shares.
- (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 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.
- (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 of grant.
- (5) Represents the market price at the date of issuance.

- In accordance with the grant agreement, the restricted stock units vest on the first anniversary date of the grant. At the time of the grant,
- (6) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on May 7, 2009 and the conversion to shares of common stock which are reflected on Table I.

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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