

WRIGHT JAMES F  
Form 4/A  
October 14, 2010

**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 \*  
WRIGHT JAMES 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)  
09/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman / CEO

BRENTWOOD, TN 37027

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/10/2010

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) |        | 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                    | Price  |                                                                                               |                                                          |                                   |       |
| Common Stock                    | 11/03/2004                           |                                                    | G                              | V                                             | 4,858  | A \$ 0                                                                                        | 13,836                                                   | I                                 | Trust |
| Common Stock                    | 11/19/2007                           |                                                    | G                              |                                               | 5,580  | A \$ 0                                                                                        | 19,416                                                   | I                                 | Trust |
| Common Stock                    | 11/19/2008                           |                                                    | G                              |                                               | 6,428  | A \$ 0                                                                                        | 25,844                                                   | I                                 | Trust |
| Common Stock                    | 09/08/2010                           |                                                    | S <sup>(1)</sup>               |                                               | 10,200 | D \$ 37                                                                                       | 15,644                                                   | I                                 | Trust |
| Common Stock                    | 11/19/2007                           |                                                    | G                              |                                               | 5,580  | D \$ 0                                                                                        | 257,014                                                  | D                                 |       |

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|              |            |                  |        |   |           |                      |   |                     |
|--------------|------------|------------------|--------|---|-----------|----------------------|---|---------------------|
| Common Stock | 11/19/2008 | G                | 6,428  | D | \$ 0      | 250,586              | D |                     |
| Common stock | 09/08/2010 | M <sup>(2)</sup> | 70,000 | A | \$ 4.4538 | 320,586              | D |                     |
| Common stock | 09/08/2010 | S <sup>(2)</sup> | 70,000 | D | \$ 37     | 250,586              | D |                     |
| Common stock |            |                  |        |   |           | 8,356 <sup>(3)</sup> | I | Stock Purchase Plan |

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

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(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 of Underlying Securities (Instr. 3 and 4) |              |                        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount Number Shares   |
| Employee stock option                      | \$ 4.4538 <sup>(4)</sup>                               | 09/08/2010                           |                                                    | M <sup>(2)</sup>               | 70,000                                                                                  | 01/24/2005                                               | 01/24/2012                                                    | Common stock | 70,000 <sup>(4)</sup>  |
| Employee stock option                      | \$ 9.82 <sup>(5)</sup>                                 |                                      |                                                    |                                |                                                                                         | 01/23/2006                                               | 01/23/2013                                                    | Common stock | 160,000 <sup>(5)</sup> |
| Employee stock option                      | \$ 21.325 <sup>(6)</sup>                               |                                      |                                                    |                                |                                                                                         | 01/22/2007                                               | 01/22/2014                                                    | Common stock | 90,000 <sup>(6)</sup>  |
| Employee stock option                      | \$ 16.34 <sup>(7)</sup>                                |                                      |                                                    |                                |                                                                                         | 10/01/2007                                               | 10/01/2014                                                    | Common stock | 75,000 <sup>(7)</sup>  |
| Employee stock option                      | \$ 18.1975 <sup>(8)</sup>                              |                                      |                                                    |                                |                                                                                         | 02/02/2007                                               | 02/02/2015                                                    | Common stock | 30,000 <sup>(8)</sup>  |
| Employee stock                             | \$ 18.1975 <sup>(8)</sup>                              |                                      |                                                    |                                |                                                                                         | 02/02/2008                                               | 02/02/2015                                                    | Common stock | 30,000 <sup>(8)</sup>  |

|                                    |                           |            |             |              |                                   |
|------------------------------------|---------------------------|------------|-------------|--------------|-----------------------------------|
| option                             |                           |            |             |              |                                   |
| Employee stock option              | \$ 18.1975<br><u>(8)</u>  | 02/02/2009 | 02/02/2015  | Common stock | 30,000<br><u>(8)</u>              |
| Employee stock option              | \$ 18.1975<br><u>(8)</u>  | 02/02/2010 | 02/02/2015  | Common stock | 30,000<br><u>(8)</u>              |
| Employee stock option              | \$ 30.635<br><u>(9)</u>   | 02/09/2007 | 02/09/2016  | Common stock | 53,333<br><u>(9)</u> <u>(10)</u>  |
| Employee stock option              | \$ 30.635<br><u>(11)</u>  | 02/09/2008 | 02/09/2016  | Common stock | 53,333<br><u>(10)</u> <u>(11)</u> |
| Employee stock option              | \$ 30.635<br><u>(11)</u>  | 02/09/2009 | 02/09/2016  | Common stock | 53,333<br><u>(10)</u> <u>(11)</u> |
| Employee stock option              | \$ 23.0825<br><u>(12)</u> | 02/07/2008 | 02/07/2017  | Common stock | 39,666<br><u>(10)</u> <u>(12)</u> |
| Employee stock option              | \$ 23.0825<br><u>(12)</u> | 02/07/2009 | 02/07/2017  | Common stock | 39,666<br><u>(10)</u> <u>(12)</u> |
| Employee stock option              | \$ 23.0825<br><u>(13)</u> | 02/07/2010 | 02/07/2017  | Common stock | 39,666<br><u>(10)</u> <u>(13)</u> |
| Employee stock option              | \$ 19.225<br><u>(14)</u>  | 02/06/2009 | 02/06/2018  | Common stock | 53,555<br><u>(10)</u> <u>(14)</u> |
| Employee stock option              | \$ 19.225<br><u>(15)</u>  | 02/06/2010 | 02/06/2018  | Common stock | 53,555<br><u>(10)</u> <u>(15)</u> |
| Employee stock option              | \$ 19.225<br><u>(15)</u>  | 02/06/2011 | 02/06/2018  | Common stock | 53,555<br><u>(10)</u> <u>(15)</u> |
| Restricted stock units <u>(16)</u> | \$ 19.225<br><u>(17)</u>  | 02/06/2011 | <u>(18)</u> | Common stock | 40,730<br><u>(17)</u>             |
| Employee stock option              | \$ 17.1775<br><u>(19)</u> | 02/04/2010 | 02/04/2019  | Common stock | 82,920<br><u>(19)</u>             |
| Employee stock option              | \$ 17.1775<br><u>(19)</u> | 02/04/2011 | 02/04/2019  | Common stock | 82,920<br><u>(19)</u>             |



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- (6) This option was previously reported as covering 45,000 shares at an exercise price of \$42.65 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (7) This option was previously reported as covering 37,500 shares at an exercise price of \$32.68 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (8) This option was previously reported as covering 15,000 shares at an exercise price of \$36.395 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (9) This option was previously reported as covering 26,666 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (10) Fractional shares are rounded to the closest whole number.
- (11) This option was previously reported as covering 26,667 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (12) This option was previously reported as covering 19,833 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (13) This option was previously reported as covering 19,834 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (14) This option was previously reported as covering 26,776 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (15) This option was previously reported as covering 26,777 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (16) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (17) These restricted stock units were previously reported as covering 20,368 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (18) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (19) This option was previously reported as covering 41,462 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (20) These restricted stock units were previously reported as covering 54,775 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (21) This option was previously reported as covering 27,970 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (22) This option was previously reported as covering 27,969 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (23) These restricted stock units were previously reported as covering 23,432 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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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