

TRACTOR SUPPLY CO /DE/
Form 5
February 03, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SANDFORT GREGORY A

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
12/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President-CEO

200 POWELL PLACE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTWOOD, TN 37027

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common stock	10/03/2008	^	G	10,000 D \$ 0	200,412	D	^
Common stock	10/03/2008	^	G ⁽¹⁾	10,000 A ⁽¹⁾ \$ 0	10,000	I	Sandfort Trust
Common stock	10/06/2008	^	G	6,320 D \$ 0	194,092	D	^
Common stock	10/06/2008	^	G ⁽¹⁾	6,320 A ⁽¹⁾ \$ 0	16,320	I	Sandfort Trust

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Common stock	10/10/2008	Â	G	3,680	D	\$ 0	190,412	D	Â
Common stock	10/10/2008	Â	<u>G⁽¹⁾</u>	3,680	<u>A₍₁₎</u>	\$ 0	20,000	I	Sandfort Trust
Common stock	10/22/2008	Â	G	8,484	D	\$ 0	181,928	D	Â
Common stock	10/22/2008	Â	<u>G⁽¹⁾</u>	8,484	<u>A₍₁₎</u>	\$ 0	28,484	I	Sandfort Trust
Common stock	12/02/2010	Â	G	16,002	D	\$ 0	165,926	D	Â
Common stock	12/02/2010	Â	<u>G⁽¹⁾</u>	16,002	<u>A₍₁₎</u>	\$ 0	44,486	I	Sandfort Trust
Common stock	02/06/2011	Â	G	19,040	D	\$ 0	146,886	D	Â
Common stock	02/06/2011	Â	<u>G⁽¹⁾</u>	19,040	<u>A₍₁₎</u>	\$ 0	63,526	I	Sandfort Trust
Common stock	06/01/2011	Â	G	63,526	D	\$ 0	0	I	Sandfort Trust
Common stock	06/01/2011	Â	<u>G⁽²⁾</u>	63,526	<u>A₍₂₎</u>	\$ 0	63,526	I	LLC I
Common stock	10/25/2011	Â	G	29,640	D	\$ 0	117,246	D	Â
Common stock	10/25/2011	Â	<u>G⁽¹⁾</u>	29,640	<u>A₍₁₎</u>	\$ 0	29,640	I	Sandfort Trust
Common stock	10/25/2011	Â	G	10,402	D	\$ 0	106,844	D	Â
Common stock	10/25/2011	Â	<u>G⁽¹⁾</u>	10,402	<u>A₍₁₎</u>	\$ 0	40,042	I	Sandfort Trust
Common stock	02/04/2012	Â	G	35,372	D	\$ 0	71,472	D	Â
Common stock	02/04/2012	Â	<u>G⁽¹⁾</u>	35,372	<u>A₍₁₎</u>	\$ 0	75,414	I	Sandfort Trust
Common stock	02/03/2013	Â	G	22,770	D	\$ 0	48,702	D	Â
Common stock	02/03/2013	Â	<u>G⁽¹⁾</u>	22,770	<u>A₍₁₎</u>	\$ 0	98,184	I	Sandfort Trust
Common stock	02/27/2013	Â	G	22,770	D	\$ 0	75,414	I	Sandfort Trust
Common stock	02/27/2013	Â	<u>G⁽²⁾</u>	22,770	<u>A₍₂₎</u>	\$ 0	86,296	I	LLC I
	09/17/2013	Â	G	75,414	D	\$ 0	0	I	

Common stock									Sandfort Trust
Common stock	09/17/2013	Â	G ⁽²⁾	75,414	<u>A</u> (2)	\$ 0	75,414	I	LLC II
Common stock	10/10/2013	Â	G	10,000	D	\$ 0	38,702	D	Â
Common stock	10/10/2013	Â	G ⁽¹⁾	10,000	<u>A</u> (1)	\$ 0	10,000	I	Sandfort Trust
Common stock	10/10/2013	Â	G	1,682	D	\$ 0	37,020	D	Â
Common stock	10/10/2013	Â	G ⁽¹⁾	1,682	<u>A</u> (1)	\$ 0	11,682	I	Sandfort Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027	Â X	Â	Â President-CEO	Â

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/03/2014

**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 transferred on the dates indicated to a revocable family trust in which the reporting person and his spouse share investment control.
- (2) Shares transferred on the dates indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.

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Remarks:

This is the first of two Form 5s filed by the reporting person on February 3, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.