

TRACTOR SUPPLY CO /DE/
Form 3
March 14, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Å Barton Kurt D</p> <p>(Last) (First) (Middle)</p> <p>C/O TRACTOR SUPPLY COMPANY, Å 5401 VIRGINIA WAY</p> <p>(Street)</p> <p>BRENTWOOD, Å TN Å 37027</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/06/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRACTOR SUPPLY CO /DE/ [TSCO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common stock | 19,221 ⁽¹⁾ | D | Å |
| Common stock | 2,482 | I | Stock Purchase Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|---|
| Employee stock option | Â (2) | 02/02/2021 | Common stock | 3,066 | \$ 25.8475 | D | Â |
| Employee stock option | Â (3) | 02/08/2022 | Common stock | 9,236 | \$ 42.54 | D | Â |
| Employee stock option | Â (4) | 02/07/2023 | Common stock | 10,530 | \$ 51.495 | D | Â |
| Employee stock option | Â (5) | 02/05/2024 | Common stock | 10,085 | \$ 63.55 | D | Â |
| Employee stock option | Â (6) | 02/04/2025 | Common stock | 7,921 | \$ 83.11 | D | Â |
| Employee stock option | Â (7) | 02/03/2026 | Common stock | 12,500 | \$ 86.08 | D | Â |
| Employee stock option | Â (8) | 02/08/2027 | Common stock | 51,712 | \$ 73.18 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barton Kurt D C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027 | Â | Â | Â SVP Chief Financial Officer | Â |

Signatures

/s/ Kurt D. 03/14/2017
Barton

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Includes 6,822 shares that were acquired pursuant to grants of restricted stock units (RSUs) under the Tractor Supply Company 2009
- (1) Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest on the third anniversary of the grant date.
 - (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014. 100% of the option is vested.
 - (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015. 100% of the option is vested.

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- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 7, 2014, 33 1/3% on February 7, 2015, and 33 1/3% on February 7, 2016. 100% of the option is vested.
- (5) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 5, 2015, 33 1/3% on February 5, 2016, and 33 1/3% on February 5, 2017. 100% of the option is vested.
- (6) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 4, 2016, 33 1/3% on February 4, 2017, and 33 1/3% on February 4, 2018. 66.6% of the option is vested.
- (7) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 3, 2017, 33 1/3% on February 3, 2018, and 33 1/3% on February 3, 2019. 33.3% of the option is vested.
- (8) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 8, 2018, 33 1/3% on February 8, 2019 and 33 1/3% on February 8, 2020. 0% of the option is vested.

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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