

RUTA STANLEY L
Form 4
February 15, 2011

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 *
RUTA STANLEY L

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)
02/11/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Operating Officer

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 (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 (D) Price			
Common stock	02/11/2011		M	40,000 A \$ 19.225	100,464	D	
Common stock	02/11/2011		S	40,000 D \$ 53.2226	60,464	D	
Common stock					10,991 ⁽¹⁾	I	Stock Purchase Plan

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 or Number of Shares
Employee stock option	\$ 19.225	02/11/2011		M	11,165	02/06/2009 02/06/2018	Common stock 11,165
Employee stock option	\$ 19.225	02/11/2011		M	17,018	02/06/2010 02/06/2018	Common stock 17,018
Employee stock option	\$ 19.225	02/11/2011		M	11,817	02/06/2011 02/06/2018	Common stock 11,817
Employee stock option	\$ 17.1775 ⁽¹⁾					02/04/2010 02/04/2019	Common stock 19,640 ⁽¹⁾
Employee stock option	\$ 17.1775 ⁽¹⁾					02/04/2011 02/04/2019	Common stock 19,640 ⁽¹⁾
Employee stock option	\$ 17.1775 ⁽¹⁾					02/04/2012 02/04/2019	Common stock 19,640 ⁽¹⁾
Restricted stock units	\$ 17.1775 ⁽¹⁾					02/04/2012 ⁽²⁾	Common stock 25,946 ⁽¹⁾
Employee stock option	\$ 26.2075 ⁽¹⁾					02/03/2011 02/03/2020	Common stock 14,808 ⁽¹⁾
Employee stock option	\$ 26.2075 ⁽¹⁾					02/03/2012 02/03/2020	Common stock 14,808 ⁽¹⁾
Employee stock option	\$ 26.2075 ⁽¹⁾					02/03/2013 02/03/2020	Common stock 14,806 ⁽¹⁾

Restricted stock units	\$ 26,2075		02/03/2013	(2)	Common stock	12,406
	(1)					(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Operating Officer	

Signatures

Stanley L. Ruta by: /s/ Kurt D. Barton, as Attorney-in-fact	02/15/2011
__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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.

Note: File three copies of this Form, one of which must be manually signed. If space 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.