

Crudele Anthony F
Form 4
February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
Crudele Anthony 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)
02/04/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP-Chief Financial 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 Price | | | |
| Common stock | 02/04/2012 | | M ⁽³⁾ | 25,946 \$ 81.05 | 58,000 | D | |
| Common stock | 02/04/2012 | | F ⁽⁴⁾ | 9,221 \$ 81.05 | 48,779 | D | |
| Common stock | 02/07/2012 | | M ⁽²⁾ | 4,286 \$ 23.0825 | 53,065 | D | |
| Common stock | 02/07/2012 | | S ⁽²⁾ | 4,286 \$ 82.5 | 48,779 | D | |
| Common stock | | | | | 6,143 | I | Stock Purchase Plan |

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

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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)

| 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 Share |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2007 09/26/2015 | Common stock 148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2008 09/26/2015 | Common stock 4,148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2009 09/26/2015 | Common stock 4,148 |
| Employee stock option | \$ 24.1025 | | | | | 09/26/2010 09/26/2015 | Common stock 4,556 |
| Employee stock option | \$ 23.0825 | 02/07/2012 | | M ⁽²⁾ | 4,286 ⁽²⁾ | 02/07/2009 02/07/2017 | Common stock 6,618 |
| Employee stock option | \$ 23.0825 | | | | | 02/07/2010 02/07/2017 | Common stock 12,668 |
| Employee stock option | \$ 19.225 | | | | | 02/06/2011 02/06/2018 | Common stock 11,817 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2011 02/04/2019 | Common stock 19,640 |
| Employee stock option | \$ 17.1175 | | | | | 02/04/2012 02/04/2019 | Common stock 19,640 |

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| | | | | | | | | |
|------------------------|---------------------------|------------|------------------|-----------------------|------------|----------------|--------------|-----------------------|
| Restricted stock units | \$ 81.05 | 02/04/2012 | M ⁽³⁾ | 25,946 ⁽³⁾ | 02/04/2012 | ⁽¹⁾ | Common stock | 25,946 |
| Employee stock option | \$ 26.2075 | | | | 02/03/2011 | 02/03/2020 | Common stock | 14,808 |
| Employee stock option | \$ 26.2075 | | | | 02/03/2012 | 02/03/2020 | Common stock | 14,808 |
| Employee stock option | \$ 26.2075 | | | | 02/03/2013 | 02/03/2020 | Common stock | 14,806 |
| Restricted stock units | \$ 26.2075 ⁽¹⁾ | | | | 02/03/2013 | ⁽¹⁾ | Common stock | 12,406 ⁽¹⁾ |
| Employee stock option | \$ 51.695 | | | | 02/02/2012 | 02/02/2021 | Common stock | 9,322 |
| Employee stock option | \$ 51.695 | | | | 02/02/2013 | 02/02/2021 | Common stock | 9,323 |
| Employee stock option | \$ 51.695 | | | | 02/02/2014 | 02/02/2021 | Common stock | 9,323 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027 | | | EVP-Chief Financial Officer | |

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 02/07/2012

**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) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.
- (2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele on 10/31/2011.
- (3) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those units that were awarded and the conversion to shares of common stock as reflected on Table I.

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- (4) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.

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.