

Barbarick Steve K
 Form 4
 November 16, 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 *
 Barbarick Steve K

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)
 11/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP Merchandising

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					4,161	D	
Common Stock					5,618 ⁽¹⁾	D	
Common Stock	11/15/2012		M	1,600 A	\$ 30.635 1,600	I	By Wife
Common Stock	11/15/2012		M	2,400 A	\$ 23.0825 4,000	I	By Wife
Common Stock	11/15/2012		M	2,000 A	\$ 19.225 6,000	I	By Wife

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Common Stock	11/15/2012	M	600	A	\$ 17.1175	6,600	I	By Wife
Common Stock						4,977	I	Stock Purchase Plan
Common Stock						2,240	I	Stock Purchase Plan By Wife

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 or Number of Shares
Employee Stock Option	\$ 30.635					02/09/2007	02/09/2016	Employee Stock Option	600
Employee Stock Option	\$ 30.635					02/09/2008	02/09/2016	Employee Stock Option	2,224
Employee Stock Option	\$ 30.635					02/09/2009	02/09/2016	Employee Stock Option	2,224
Employee Stock Option	\$ 23.0825					02/07/2010	02/07/2017	Employee Stock Option	2,667
Employee Stock Option	\$ 19.225					02/06/2010	02/06/2018	Employee Stock Option	344

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Employee Stock Option	\$ 19.225				02/06/2011	02/06/2018	Employee Stock Option	4,667
Employee Stock Option	\$ 17.1175				02/04/2011	02/04/2019	Employee Stock Option	601
Employee Stock Option	\$ 17.1175				02/04/2012	02/04/2019	Employee Stock Option	2,667
Employee Stock Option	\$ 26.2075				02/03/2011	02/03/2020	Employee Stock Option	1,785
Employee Stock Option	\$ 26.2075				02/03/2012	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	\$ 26.2075				02/03/2013	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	\$ 51.695				02/02/2012	02/02/2021	Employee Stock Option	3,626
Employee Stock Option	\$ 51.695				02/02/2013	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 51.695				02/02/2014	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	\$ 85.08				02/08/2013	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2014	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 85.08				02/08/2015	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	\$ 30.635	11/15/2012	M	1,600	02/09/2009	02/09/2016	Employee Stock Option	1,600
Employee Stock Option	\$ 23.0825	11/15/2012	M	2,400	02/07/2010	02/07/2017	Employee Stock Option	2,400
Employee Stock	\$ 19.225	11/15/2012	M	2,000	02/06/2011	02/06/2018	Employee Stock	2,000

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Option							Option		
Employee Stock Option	\$ 17.1175	11/15/2012		M	600	02/04/2012	02/04/2019	Employee Stock Option	600
Employee Stock Option	\$ 26.2075					02/03/2011	02/03/2020	Employee Stock Option	333
Employee Stock Option	\$ 26.2075					02/03/2012	02/03/2020	Employee Stock Option	333
Employee Stock Option	\$ 26.2075					02/03/2013	02/03/2020	Employee Stock Option	334
Employee Stock Option	\$ 51.695					02/02/2012	02/02/2021	Employee Stock Option	600
Employee Stock Option	\$ 51.695					02/02/2013	02/02/2021	Employee Stock Option	600
Employee Stock Option	\$ 51.695					02/02/2014	02/02/2021	Employee Stock Option	600
Employee Stock Option	\$ 85.08					02/08/2013	02/08/2022	Employee Stock Option	600
Employee Stock Option	\$ 85.08					02/08/2014	02/08/2022	Employee Stock Option	600
Employee Stock Option	\$ 85.08					02/08/2015	02/08/2022	Employee Stock Option	600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick by: /s/ Benjamin F. Parrish, as Attorney-in-fact

11/16/2012

__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. Represents restricted stock units granted under the Tractor Supply Company 2009 Stock Incentive Plan. Each restricted stock unit (1) represents a contingent right to receive one share of Tractor Supply Company common stock. The restricted stock units vest on the third anniversary of the date of grant.

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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