

TRACTOR SUPPLY CO /DE/
Form 4
January 10, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORRIS EDNA

(Last) (First) (Middle)

**C/O TRACTOR SUPPLY
COMPANY, 200 POWELL PLACE**

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**TRACTOR SUPPLY CO /DE/
[TSCO]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	(A) or (D)	Price		
Common stock	01/09/2014		M		750	A	\$ 10.6625	39,442	D

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

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information contained in this form are not
required to respond unless the form
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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)

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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
Non-qualified stock option	\$ 10.6625	01/09/2014		M	750	01/22/2007	01/22/2014	Common stock	750
Non-qualified stock option	\$ 9.0988					02/02/2007	02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988					02/02/2008	02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988					02/02/2009	02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 9.0988					02/02/2010	02/02/2015	Common stock	2,000
Non-qualified stock option	\$ 16.1113					05/04/2007	05/04/2016	Common stock	8,000
Deferred stock units	\$ 16.1113					05/04/2007	<u>(1)</u>	Common stock	1,240
Non-qualified stock option	\$ 12.8213					05/02/2008	05/02/2017	Common stock	8,000
Deferred stock units	\$ 12.8213					05/02/2008	<u>(1)</u>	Common stock	1,560
Non-qualified stock option	\$ 9.1013					05/01/2009	05/01/2018	Common stock	8,000
Deferred stock units	\$ 9.1013					05/01/2009	<u>(1)</u>	Common stock	2,196

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS EDNA C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Edna K. Morris by: /s/ Kurt D. Barton, as
Attorney-in-fact

01/10/2014

__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) Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

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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