

TRACTOR SUPPLY CO /DE/
Form 5
February 02, 2016

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
SANDFORT GREGORY A

(Last) (First) (Middle)

C/O TRACTOR SUPPLY
COMPANY, 5401 VIRGINIA
WAY

(Street)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/26/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTWOOD, TN 37027

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	02/23/2015	Â	G	5,122 D \$ 0	42,621	D	Â
Common stock	02/23/2015	Â	G ⁽¹⁾	5,122 A (1) \$ 0	5,122	I	Sandfort Trust
Common stock	03/06/2015	Â	G	5,122 D \$ 0	0	I	Sandfort Trust
	03/06/2015	Â	G ⁽²⁾	5,122 \$ 0	5,122	I	LLC III

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Common stock					<u>A (2)</u>					
Common stock	Â	Â	Â	Â	Â	Â	86,296	I		LLC I
Common stock	Â	Â	Â	Â	Â	Â	105,855	I		LLC II
Common stock	Â	Â	Â	Â	Â	Â	1,549	I		Stock Purchase Plan

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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD,Â TNÂ 37027	Â X Â Â President CEO Â

Signatures

Gregory A. Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/02/2016

**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) Shares transferred on the dates indicated to a revocable family trust in which the reporting person and his spouse share investment control.
- (2) Shares transferred on the date indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.

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