

VELLA KIMBERLY D

Form 4

February 09, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
VELLA KIMBERLY D

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)
02/07/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP-Chief People Officer

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common stock	02/07/2011		M ⁽⁴⁾	V Amount (A) or (D) Price 10,470 A \$ 51.99	20,001	D	
Common stock	02/07/2011		F ⁽⁶⁾	2,770 D \$ 51.99	17,231	D	
Common stock					814 ⁽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 Share
Employee stock option	\$ 21.325 (1)							01/22/2005	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 21.325 (1)							01/22/2006	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 21.325 (1)							01/22/2007	01/22/2014	Common stock	5,000 (1)
Employee stock option	\$ 30.635 (1)							02/09/2007	02/09/2016	Common stock	6,666 (1) (3)
Employee stock option	\$ 30.635 (1)							02/09/2008	02/09/2016	Common stock	6,666 (1) (3)
Employee stock option	\$ 30.635 (1)							02/09/2009	02/09/2016	Common stock	6,668 (1) (3)
Employee stock option	\$ 23.0825							02/07/2008	02/07/2017	Common stock	10,000 (1)
Employee stock option	\$ 23.0825 (1)							02/07/2009	02/07/2017	Common stock	10,000 (1)
Employee stock option	\$ 23.0825 (1)							02/07/2010	02/07/2017	Common stock	10,000 (1)
Employee stock option	\$ 19.225 (1)							02/06/2009	02/06/2018	Common stock	13,764 (1)

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Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2010	02/06/2018	Common stock	13,764 <u>(1)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2011	02/06/2018	Common stock	13,764 <u>(1)</u>
Restricted stock units	\$ 51.99	02/07/2011		M ⁽⁴⁾	10,470	02/06/2011	<u>(5)</u>	Common stock	10,470
Employee stock option	\$ 17.1775 <u>(1)</u>					02/04/2010	02/04/2019	Common stock	10,910 <u>(1) (3)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>					02/04/2011	02/04/2019	Common stock	10,912 <u>(1) (3)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>					02/04/2012	02/04/2019	Common stock	10,912 <u>(1) (3)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>					02/04/2012	<u>(2)</u>	Common stock	14,414 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2011	02/03/2020	Common stock	8,226 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2012	02/03/2020	Common stock	8,226 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>					02/03/2013	02/03/2020	Common stock	8,228 <u>(1)</u>
Restricted stock units	\$ 26.2075 <u>(1)</u>					02/03/2013	<u>(2)</u>	Common stock	6,892 <u>(1)</u>
Employee stock option	\$ 51.695					02/02/2012	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695					02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695					02/02/2014	02/02/2021	Common stock	5,180

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

VELLA KIMBERLY D
200 POWELL PLACE
BRENTWOOD, TN 37027

SVP-Chief People Officer

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/09/2011

__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) Restricted stock units vest at the end of the third anniversary date of the date of grant and will be delivered to the reporting person at that time.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) 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.
- (5) The restricted stock units vested at the end of the third anniversary of the date of grant.
- (6) This transaction represents the number of shares withheld to satisfy the 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.
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