

WRIGHT JAMES F  
Form 4  
February 10, 2010

**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 \*  
WRIGHT JAMES 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)  
02/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman / CEO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock	02/08/2010		M		17,000 (1) 50.6 (2)	D	
Common stock	02/08/2010		F		6,197 (3) 50.6 (2)	D	
Common stock						I	Stock Purchase Plan
Common stock						I	Trust

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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 Number Shares
Employee stock option	\$ 3.3574					01/25/2006 01/25/2011	Common stock 90,210
Employee stock option	\$ 8.9075					01/24/2005 01/24/2012	Common stock 105,000
Employee stock option	\$ 19.64					01/23/2006 01/23/2013	Common stock 80,000
Employee stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock 45,000
Employee stock option	\$ 32.68					10/01/2007 10/01/2014	Common stock 37,500
Employee stock option	\$ 36.395					02/02/2007 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2008 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2009 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2010 02/02/2015	Common stock 15,000

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Employee stock option	\$ 61.27					02/09/2007	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 61.27					02/09/2008	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 61.27					02/09/2009	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 46.165					02/07/2008	02/07/2017	Common stock	19,833 (4)
Employee stock option	\$ 46.165					02/07/2009	02/07/2017	Common stock	19,833 (4)
Employee stock option	\$ 46.165					02/07/2010	02/07/2017	Common stock	19,833 (4)
Restricted stock units (5)	\$ 50.6 (2)	02/08/2010	M	17,000		02/07/2010	(6)	Common stock	17,000
Employee stock option	\$ 38.45					02/06/2009	02/06/2018	Common stock	26,777 (4)
Employee stock option	\$ 38.45					02/06/2010	02/06/2018	Common stock	26,777 (4)
Employee stock option	\$ 38.45					02/06/2011	02/06/2018	Common stock	26,777 (4)
Restricted stock units (7)	\$ 38.45					02/06/2011	(6)	Common stock	20,368
Employee stock option	\$ 34.355					02/04/2010	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355					02/04/2011	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355					02/04/2012	02/04/2019	Common stock	41,462
Restricted stock units	\$ 34.355					02/04/2012	(6)	Common stock	54,775

