

TRACTOR SUPPLY CO /DE/  
Form 4  
January 12, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

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

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

C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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 Price             |   |  |                                   |
| Common stock                    | 01/08/2015                           |  | M <sup>(1)</sup>               | V   | A<br>(1) 27,420 \$ 13.1038 | 62,622  | D  |                                   |
| Common stock                    | 01/08/2015                           |  | S <sup>(1)</sup>               |   | D<br>(1) 27,420 \$ 80.0063 | 35,202  | D  |                                   |
| Common stock                    | 01/08/2015                           |  | M <sup>(1)</sup>               |   | A<br>(1) 25,896 \$ 25.8475 | 61,098  | D  |                                   |
| Common stock                    | 01/08/2015                           |  | S <sup>(1)</sup>               |   | D<br>(1) 25,896 \$ 80.0063 | 35,202  | D  |                                   |
| Common stock                    | 01/08/2015                           |  | M <sup>(1)</sup>               |   | A<br>(1) 22,636 \$ 42.54   | 57,838  | D  |                                   |

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|              |            |              |        |                 |            |         |   |                     |
|--------------|------------|--------------|--------|-----------------|------------|---------|---|---------------------|
| Common stock | 01/08/2015 | <u>S</u> (1) | 22,636 | <u>D</u><br>(1) | \$ 80.0063 | 35,202  | D |                     |
| Common stock |            |              |        |                 |            | 1,254   | I | Stock Purchase Plan |
| Common stock |            |              |        |                 |            | 105,855 | I | LLC II              |
| Common stock |            |              |        |                 |            | 86,296  | I | LLC I               |

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                      | \$ 13.1038   | 01/08/2015                           |  | M                              | 27,420  | <u>(2)</u> 02/03/2020                                    | Common stock 82,264   |
| Employee stock option                      | \$ 25.8475   | 01/08/2015                           |  | M                              | 25,896  | <u>(3)</u> 02/02/2021                                    | Common stock 77,688   |
| Employee stock option                      | \$ 42.54   | 01/08/2015                           |  | M                              | 22,636  | <u>(4)</u> 02/08/2022                                    | Common stock 67,908   |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| SANDFORT GREGORY A<br>C/O TRACTOR SUPPLY COMPANY | X             |           | President CEO |       |

5401 VIRGINIA WAY  
BRENTWOOD, TN 37027

## Signatures

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

01/12/2015

\_\_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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Sandfort on 11/10/14.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 3, 2011, 33 1/3% on February 3, 2012 and 33 1/3% on February 3, 2013.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014.
- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015.

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