VELLA KIMBERLY D
Form 4
June 15, 2009

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 *
VELLA KIMBERLY D

(Last) (First) (Middle)

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)
06/10/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/10/2009		M (1)		1,109	A	$ 3.3574	2,039	D	
Common stock	06/10/2009		S (1)		1,109	D	$ 42	930	D	
Common stock								2,248	I	Stock Purchase Plan

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

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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 options	$ 3.3574	06/10/2009		M [(1)]			1,109	01/25/2005	01/25/2011	Common stock	1,109
Employee stock options	$ 3.3574							01/25/2006	01/25/2011	Common stock	5,867 [(2)]
Employee stock options	$ 8.9075							01/24/2005	01/24/2012	Common stock	3,334
Employee stock options	$ 19.64							01/23/2005	01/23/2013	Common stock	3,333 [(2)]
Employee stock options	$ 19.64							01/23/2006	01/23/2013	Common stock	305
Employee stock options	$ 42.65							01/22/2005	01/22/2014	Common stock	2,500
Employee stock options	$ 42.65							01/22/2006	01/22/2014	Common stock	2,500
Employee stock options	$ 42.65							01/22/2007	01/22/2014	Common stock	2,500
Employee stock options	$ 36.395							02/02/2007	02/02/2015	Common stock	1,875
	$ 36.395							02/02/2008	02/02/2015		1,875

Employee stock options				Common stock	
Employee stock options	$ 36.395	02/02/2009	02/02/2015	Common stock	1,875
Employee stock options	$ 36.395	02/02/2010	02/02/2015	Common stock	1,875
Employee stock options	$ 61.27	02/09/2007	02/09/2016	Common stock	3,333 (2)
Employee stock options	$ 61.27	02/09/2008	02/09/2016	Common stock	3,333 (2)
Employee stock options	$ 61.27	02/09/2009	02/09/2016	Common stock	3,334 (2)
Employee stock options	$ 46.165	02/07/2008	02/07/2017	Common stock	5,000
Employee stock options	$ 46.165	02/07/2009	02/07/2017	Common stock	5,000
Employee stock options	$ 46.165	02/07/2010	02/07/2017	Common stock	5,000
Restricted stock units (3)	$ 46.165	02/07/2010	(4)	Common stock	4,500
Employee stock options	$ 38.45	02/06/2009	02/06/2018	Common stock	6,882
Employee stock options	$ 38.45	02/06/2010	02/06/2018	Common stock	6,882
Employee stock options	$ 38.45	02/06/2011	02/06/2018	Common stock	6,882
Restricted stock units (3)	$ 38.45	02/06/2011	(4)	Common stock	5,235
Employee stock	$ 34.355	02/04/2010	02/04/2019	Common stock	5,455 (2)

options						
Employee stock options	$ 34.355		02/04/2011	02/04/2019	Common stock	5,456 (2)
Employee stock options	$ 34.355		02/04/2012	02/04/2019	Common stock	5,456 (2)
Restricted stock units (3)	$ 34.355		02/04/2012 (4)	(4)	Common stock	7,207

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Human Resources	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact	06/15/2009
**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) Transaction was executed in connection with a trading plan established by Ms. Vella on May 26, 2009 under Rule 10b5-1 of the Securities Exchange Act of 1934.

(2) Fractional shares are rounded to the nearest whole number

(3) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

(4) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversay date.

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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