

WRIGHT JAMES F  
Form 4  
October 13, 2009

**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 \*  
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)  
10/08/2009

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common stock	10/08/2009		M <sup>(1)</sup>		40,000	A	\$ 3.3574	160,494	D	
Common stock	10/08/2009		S <sup>(1)</sup>		40,000	D	\$ 53	120,494	D	
Common stock								3,712	I	Stock Purchase Plan
Common stock								4,489	I	Trust

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option	\$ 3.3574	10/08/2009		M <sup>(1)</sup> <u>(1)</u>		40,000	01/25/2006	01/25/2011	Common stock	40,000
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
	\$ 61.27						02/09/2007	02/09/2016		

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Employee stock option				Common stock	26,666 <u>(2)</u>
Employee stock option	\$ 61.27		02/09/2008	02/09/2016	Common stock 26,666 <u>(2)</u>
Employee stock option	\$ 61.27		02/09/2009	02/09/2016	Common stock 26,666 <u>(2)</u>
Employee stock option	\$ 46.165		02/07/2008	02/07/2017	Common stock 19,833 <u>(2)</u>
Employee stock option	\$ 46.165		02/07/2009	02/07/2017	Common stock 19,833 <u>(2)</u>
Employee stock option	\$ 46.165		02/07/2010	02/07/2017	Common stock 19,833 <u>(2)</u>
Restricted stock units <u>(3)</u>	\$ 46.165		02/07/2010	<u>(4)</u>	Common stock 17,000
Employee stock option	\$ 38.45		02/06/2009	02/06/2018	Common stock 26,777 <u>(2)</u>
Employee stock option	\$ 38.45		02/06/2010	02/06/2018	Common stock 26,777 <u>(2)</u>
Employee stock option	\$ 38.45		02/06/2011	02/06/2018	Common stock 26,777 <u>(2)</u>
Restricted stock units <u>(3)</u>	\$ 38.45		02/06/2011	<u>(4)</u>	Common stock 20,366
Employee stock option	\$ 34.355		02/04/2010	02/04/2019	Common stock 41,466
Employee stock option	\$ 34.355		02/04/2011	02/04/2019	Common stock 41,466
Employee stock option	\$ 34.355		02/04/2012	02/04/2019	Common stock 41,466
Restricted stock units	\$ 34.355		02/04/2012	<u>(4)</u>	Common stock 54,777

(3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	X		Chairman / CEO	

## Signatures

James F. Wright By: /s/ Kurt D. Barton, as Attorney-in-Fact	10/12/2009
**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 Mr. Wright on November 20, 2008 under Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Fractional shares are rounded to the closest 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 anniversary date.

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.