

SANDFORT GREGORY A

Form 4

February 05, 2010

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 A2. 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)
02/03/2010____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP - Chief Merchandis OfficerC/O TRACTOR SUPPLY
COMPANY, 200 POWELL PLACE

(Street)

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

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)
Common stock				(A) or (D)			
			Code	V	Amount	(D)	Price
Common stock					7,121	D	
Common stock					1,399	I	Stock Purchase Plan

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 40.485							11/05/2008	11/05/2017	Common stock	6,33 (1)
Employee stock options	\$ 40.485							11/05/2009	11/05/2017	Common stock	6,33 (1)
Employee stock options	\$ 40.485							11/05/2010	11/05/2017	Common stock	6,33 (1)
Restricted stock units (2)	\$ 40.485							11/05/2010(3)	(3)	Common stock	5,50
Employee stock options	\$ 38.45							02/06/2009	02/06/2018	Common stock	8,50 (1)
Employee stock options	\$ 38.45							02/06/2010	02/06/2018	Common stock	8,50 (1)
Employee stock options	\$ 38.45							02/06/2011	02/06/2018	Common stock	8,50 (1)
Restricted stock units (2)	\$ 38.45							02/06/2011	(3)	Common stock	6,47
Employee stock options	\$ 34.355							02/04/2010	02/04/2019	Common stock	9,82
Employee stock options	\$ 34.355							02/04/2011	02/04/2019	Common stock	9,82
Employee stock	\$ 34.355							02/04/2012	02/04/2019	Common stock	9,82

options

Restricted stock units (2)	\$ 34.355					02/04/2012 ⁽³⁾	⁽³⁾	Common stock	12,9
Employee stock options	\$ 52.415	02/03/2010	A	10,283	02/03/2011	02/03/2020		Common stock	10,2
Employee stock options	\$ 52.415	02/03/2010	A	10,283	02/03/2012	02/03/2020		Common stock	10,2
Employee stock options	\$ 52.415	02/03/2010	A	10,283	02/03/2013	02/03/2020		Common stock	10,2
Restricted stock units (2)	\$ 52.415	02/03/2010	A	8,615	02/03/2013	⁽³⁾		Common stock	8,61

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027			EVP - Chief Merchandis Officer	

Signatures

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

02/05/2010

 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) Fractional shares are rounded to the nearest whole number.

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

(3) 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.

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