RUTA STANLEY L

Form 4

February 10, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * RUTA STANLEY L | | | 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) 200 POWELL | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/08/2010 | Director 10% Owner X Officer (give title Other (specify below) EVP-COO/Store Ops | | | |
| DDENTWOO | (Street) | 7 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting | | | |
| BRENTWOOD, TN 37027 | | | | Person | | | |

| (City) | (State) | Zip) Table | e I - Non-D | erivative | Secur | ities Acc | quired, Disposed | of, or Beneficia | lly Owned |
|--------------------------------------|--|------------|---|---|------------------|-------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/08/2010 | | M | 5,500 (1) | A | \$ 50.6 (2) | 42,302 | D | |
| Common Stock | 02/08/2010 | | F | 1,455 (3) | D | \$ 50.6 (2) | 40,847 | D | |
| Common Stock | | | | | | | 5,293 | I | Stock Purchase Plan |

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

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SEC 1474 (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. Transacti Code (Instr. 8) | Secu Acq (A) Disp (D) | or cosed of er. 3, 4, | 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 | \$ 19.64 | | | | | | 01/23/2006 | 01/23/2013 | Common stock | 20,000 |
| Employee Stock Option | \$ 42.65 | | | | | | 01/22/2007 | 01/22/2014 | Common stock | 15,000 |
| Employee Stock Option | \$ 36.395 | | | | | | 02/02/2007 | 02/02/2015 | Common stock | 3,750 |
| Employee Stock Option | \$ 36.395 | | | | | | 02/02/2008 | 02/02/2015 | Common stock | 3,750 |
| Employee Stock Option | \$ 36.395 | | | | | | 02/02/2009 | 02/02/2015 | Common stock | 3,750 |
| Employee Stock Option | \$ 36.395 | | | | | | 02/02/2010 | 02/02/2015 | Common stock | 3,750 |
| Employee Stock Option | \$ 61.27 | | | | | | 02/09/2007 | 02/09/2016 | Common stock | 6,666 (4) |
| Employee Stock Option | \$ 61.27 | | | | | | 02/09/2008 | 02/09/2016 | Common stock | 6,667 (4) |
| Employee Stock Option | \$ 61.27 | | | | | | 02/09/2009 | 02/09/2016 | Common stock | 6,667 (4) |

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| Employee Stock Option | \$ 46.165 | | | | 02/07/2008 | 02/07/2017 | Common stock | 6,333 (4) |
|-----------------------------|-------------|------------|---|-------|------------|------------|-----------------|--------------|
| Employee Stock Option | \$ 46.165 | | | | 02/07/2009 | 02/07/2017 | Common stock | 6,333 (4) |
| Employee Stock Option | \$ 46.165 | | | | 02/07/2010 | 02/07/2017 | Common stock | 6,334 (4) |
| Restricted stock units (5) | \$ 50.6 (2) | 02/08/2010 | M | 5,500 | 02/07/2010 | <u>(6)</u> | Common stock | 5,500 |
| Employee Stock Option | \$ 38.45 | | | | 02/06/2009 | 02/06/2018 | Common stock | 8,508 (4) |
| Employee Stock Option | \$ 38.45 | | | | 02/06/2010 | 02/06/2018 | Common stock | 8,509 (4) |
| Employee Stock Option | \$ 38.45 | | | | 02/06/2011 | 02/06/2018 | Common stock | 8,509 (4) |
| Restricted stock units (7) | \$ 38.45 | | | | 02/06/2011 | <u>(6)</u> | Common stock | 6,472 |
| Employee Stock Option | \$ 34.355 | | | | 02/04/2010 | 02/04/2019 | Common stock | 9,820 |
| Employee Stock Option | \$ 34.355 | | | | 02/04/2011 | 02/04/2019 | Common stock | 9,820 |
| Employee Stock Option | \$ 34.355 | | | | 02/04/2012 | 02/04/2019 | Common stock | 9,820 |
| Restricted stock units (7) | \$ 34.355 | | | | 02/04/2012 | <u>(6)</u> | Common stock | 12,973 |
| Employee stock options | \$ 52.415 | | | | 02/03/2011 | 02/03/2020 | Common stock | 7,404 |
| Employee stock options | \$ 52.415 | | | | 02/03/2012 | 02/03/2020 | Common stock | 7,404 |
| Employee stock | \$ 52.415 | | | | 02/03/2013 | 02/03/2020 | Common stock | 7,403 |

options

(7)

Restricted

stock units \$52.415

02/03/2013

(6) Common stock

6,203

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027

EVP-COO/Store Ops

Signatures

Stanley L. Ruta by /s/ Kurt D. Barton, as Attorney-in-fact

02/10/2010

**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) Represents vesting of restricted stock units granted to reporting person which are convertible to shares of common stock.
- (2) Represents the market price at the date of issuance.
- The reporting person received a grant of 5,500 restricted stock units on February 7, 2007 pursuant to the Tractor Supply Company 2006
- (3) Stock Incentive Plan. 1,455 shares were withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units on February 8, 2010.
- (4) Number of shares are rounded to the nearest whole number.
 - In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. At the time of grant,
- (5) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on February 7, 2007 and the conversion to shares of common stock which are reflected on Table I.
- (6) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (7) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

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Reporting Owners 4