

JAMISON CYNTHIA T

Form 4

February 26, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
JAMISON CYNTHIA T

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)
02/25/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Ownership (Instr. 4)
Common stock	02/25/2010	02/25/2010	S ⁽¹⁾	1,664 D \$ 55	6,656	D	

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)**

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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
Non-qualified stock options	\$ 42.65					01/22/2005 01/22/2015	Common stock 666 (3)
Non-qualified stock options	\$ 42.65					01/22/2006 01/22/2015	Common stock 667 (3)
Non-qualified stock options	\$ 42.65					01/22/2007 01/22/2015	Common stock 667 (3)
Non-qualified stock options	\$ 36.395					02/02/2007 02/02/2015	Common stock 500
Non-qualified stock options	\$ 36.395					02/02/2008 02/02/2015	Common stock 500
Non-qualified stock options	\$ 36.395					02/02/2009 02/02/2015	Common stock 500
Non-qualified stock options	\$ 36.395					02/02/2010 02/02/2015	Common stock 500
Non-qualified stock options	\$ 64.445					05/04/2007 05/04/2016	Common stock 2,000
Deferred stock units (3)	\$ 64.445					05/04/2007(4) (4)	Common stock 310
Non-qualified stock options	\$ 51.285					05/02/2008 05/02/2018	Common stock 2,000
Deferred stock units (3)	\$ 51.285					05/02/2008(4) (4)	Common stock 390
Non-qualified stock options	\$ 36.4					05/01/2009 05/01/2018	Common stock 2,000
Deferred stock units (3)	\$ 36.4					05/01/2009(4) (4)	Common stock 549
Deferred stock units (3)	\$ 38.795					05/07/2010(5) (5)	Common stock 1,288

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON CYNTHIA T 200 POWELL PLACE BRENTWOOD, TN 37027		X		

Signatures

Cynthia T. Jamison by: /s/ Kurt D. Barton,
Attorney-in-fact

02/26/2010

__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) This transaction is pursuant to a 10b5-1 plan entered into on August 17, 2009.
- (2) Fractional shares are rounded to the nearest whole number.
- (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.
- (5) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date of grant.

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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