

TRACTOR SUPPLY CO /DE/
Form 4
February 07, 2014

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 *
PARRISH BENJAMIN F JR

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)
02/05/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - General Counsel

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)
				(A) or (D) Code V Amount (D) Price			
Common stock	02/05/2014		A ⁽¹⁾	2,365 A ₍₁₎	\$ 0 16,535	D	
Common stock					2,184	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)

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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 option	\$ 19.7575					10/27/2013	10/27/2020	Common stock	5,276
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Common stock	7,252
Employee stock option	\$ 25.8475					02/02/2013	02/02/2021	Common stock	7,250
Employee stock option	\$ 25.8475					02/02/2014	02/02/2021	Common stock	7,250
Employee stock option	\$ 42.54					02/08/2013	02/08/2022	Common stock	9,056
Employee stock option	\$ 42.54					02/08/2014	02/08/2022	Common stock	9,054
Employee stock option	\$ 42.54					02/08/2015	02/08/2022	Common stock	9,054
Employee stock option	\$ 51.495					02/07/2014	02/07/2023	Common stock	7,978
Employee stock option	\$ 51.495					02/07/2015	02/07/2023	Common stock	7,978
Employee stock option	\$ 51.495					02/07/2016	02/07/2023	Common stock	7,976
	\$ 63.55	02/05/2014		A	7,641	02/05/2015	02/05/2024		7,641

Common stock								Common stock	
Common stock	\$ 63.55	02/05/2014	A	7,640	02/05/2016	02/05/2024		Common stock	7,640
Common stock	\$ 63.55	02/05/2014	A	7,640	02/05/2017	02/05/2024		Common stock	7,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH BENJAMIN F JR 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - General Counsel	

Signatures

Benjamin F. Parrish Jr. by: /s/ Kurt D. Barton, as Attorney-in-fact 02/07/2014

**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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

(1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the 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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