

PARRISH BENJAMIN F JR
 Form 4
 February 07, 2018

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP General Counsel

(Last) (First) (Middle)
 C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2017

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 | 08/16/2017 | | G ⁽¹⁾ | | | 1,680 | D ⁽¹⁾ | \$ 0 | 12,213 | D | |
| Common stock | 08/16/2017 | | G ⁽¹⁾ | | | 2,971 | D ⁽¹⁾ | \$ 0 | 471 | I | Stock Purchase Plan |
| Common stock | 08/16/2017 | | G ⁽¹⁾ | | | 4,651 | A ⁽¹⁾ | \$ 0 | 14,651 | I | Grantor Retained Annuity Trust |
| Common | 02/05/2018 | | F ⁽²⁾ | | | 478 | D | \$ | 11,735 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------|-------|-------|------|--------|---|--------------------|
| stock | | | | (2) | 69.21 | | | | |
| Common stock | 02/07/2018 | | A(3) | 5,213 | A(3) | \$ 0 | 16,948 | D | |
| Common stock | | | | | | | 338 | I | 2013 Child Trust 1 |
| Common stock | | | | | | | 338 | I | 2013 Child Trust 2 |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option | \$ 67.28 | 02/07/2018 | | A | 37,003 | (4) 02/07/2028 | Common stock 37,003 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARRISH BENJAMIN F JR
C/O TRACTOR SUPPLY COMPANY
5401 VIRGINIA WAY
BRENTWOOD, TN 37027

EVP General Counsel

Signatures

Benjamin F. Parrish Jr. by: /s/ Robert J. Volke, as Attorney-in-fact

02/07/2018

__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) Shares transferred on the date indicated to a grantor retained annuity trust in which the reporting person has investment control.
- (2) This transaction represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.
- (3) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest on the third anniversary of the grant date.
- (4) Granted pursuant to the Tractor Supply Company 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020 and 33 1/3% on February 7, 2021.

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.