

RUTA STANLEY L
Form 4
February 09, 2011

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 *
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) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Operating Officer

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common stock	02/07/2011		M ⁽⁵⁾	12,944 A \$ 51.99	63,888 ⁽⁴⁾	D	
Common stock	02/07/2011		F ⁽⁶⁾	3,424 D \$ 51.99	60,464	D	
Common stock					10,991 ⁽¹⁾	I	Stock Purchase Plan

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

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displays a currently valid OMB control number.

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	\$ 30.635 <u>(1)</u>					02/09/2007	02/09/2016	Common stock	13,332 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2008	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>					02/09/2009	02/09/2016	Common stock	13,334 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2008	02/07/2017	Common stock	12,666 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2009	02/07/2017	Common stock	12,666 <u>(1) (3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>					02/07/2010	02/07/2017	Common stock	12,668 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2009	02/06/2018	Common stock	17,016 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2010	02/06/2018	Common stock	17,018 <u>(1) (3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>					02/06/2011	02/06/2018	Common stock	17,018 <u>(1) (3)</u>
Restricted stock units	\$ 51.99	02/07/2011		<u>M</u> ⁽⁵⁾	12,944	02/06/2011	<u>(7)</u>	Common stock	12,944

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Note that amount of securities owned have been adjusted to reflect the current transaction as well as a reduction of 14,750 shares(split-effected)to correct an overstatement of shares owned reported on a Form 4 filing on 10/8/2009. Ending ownership position for all Form 4's filed 10/8/2009 through 9/20/2010 were incorrectly overstated by these 14,750 shares.

- (5) In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. This transaction represents the vesting of those restricted stock units and the conversion to shares of common stock.
- (6) This transaction represents the withholding of shares to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.
- (7) The restricted stock units vested 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. 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.