

Crudele Anthony F  
Form 4  
April 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Crudele Anthony F

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)  
04/12/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-Chief Financial 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common stock                    | 04/12/2012                           |  | M(2)                           | 5,000 A(2) \$ 23.0825   | 61,955  | D  |   |
| Common stock                    | 04/12/2012                           |  | S(2)                           | 5,000 D(2) \$ 97.97   | 56,955  | D  |   |
| Common stock                    |                                      |  |                                |   | 6,226   | 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                      | \$ 24.1025   |                                      |  |                                |   |  |     | 09/26/2009  | 09/26/2015      | Common stock | 3,444                      |
| Employee stock option                      | \$ 24.1025   |                                      |  |                                |   |  |     | 09/26/2010  | 09/26/2015      | Common stock | 4,148                      |
| Employee stock option                      | \$ 23.0825   | 04/12/2012                           |  | <u>M</u> <sup>(2)</sup>        |   | <u>5,000</u> <sup>(2)</sup>                              |     | 02/07/2010  | 02/07/2017      | Common stock | 10,000                     |
| Employee stock option                      | \$ 19.225  |                                      |  |                                |   |  |     | 02/06/2011  | 02/06/2018      | Common stock | 11,817                     |
| Employee stock option                      | \$ 17.1175   |                                      |  |                                |   |  |     | 02/04/2011  | 02/04/2019      | Common stock | 19,640                     |
| Employee stock option                      | \$ 17.1175   |                                      |  |                                |   |  |     | 02/04/2012  | 02/04/2019      | Common stock | 19,640                     |
| Employee stock option                      | \$ 26.2075   |                                      |  |                                |   |  |     | 02/03/2011  | 02/03/2020      | Common stock | 14,808                     |
| Employee stock option                      | \$ 26.2075   |                                      |  |                                |   |  |     | 02/03/2012  | 02/03/2020      | Common stock | 14,808                     |
| Employee stock option                      | \$ 26.2075   |                                      |  |                                |   |  |     | 02/03/2013  | 02/03/2020      | Common stock | 14,806                     |
| Restricted stock units                     | \$ 26.2075<br><u>(1)</u>                               |                                      |  |                                |   |  |     | 02/03/2013  | <u>(1)</u>      | Common stock | 12,406<br><u>(1)</u>       |

|                       |           |            |            |              |       |
|-----------------------|-----------|------------|------------|--------------|-------|
| Employee stock option | \$ 51.695 | 02/02/2012 | 02/02/2021 | Common stock | 9,322 |
| Employee stock option | \$ 51.695 | 02/02/2013 | 02/02/2021 | Common stock | 9,323 |
| Employee stock option | \$ 51.695 | 02/02/2014 | 02/02/2021 | Common stock | 9,323 |
| Employee stock option | \$ 85.08  | 02/08/2013 | 02/08/2022 | Common stock | 8,149 |
| Employee stock option | \$ 85.08  | 02/08/2014 | 02/08/2022 | Common stock | 8,149 |
| Employee stock option | \$ 85.08  | 02/08/2015 | 02/08/2022 | Common stock | 8,149 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Crudele Anthony F<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               |           | EVP-Chief Financial Officer |       |

## Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 04/16/2012

\_\_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) Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.

(2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele on 2/14/2012.

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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