

VELLA KIMBERLY D
Form 4
February 19, 2013

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 *
VELLA KIMBERLY D

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)
02/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief People 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	02/15/2013		M ⁽¹⁾	26,893 A (1) \$ 17.1175	52,648	D	
Common stock	02/15/2013		S ⁽¹⁾	26,893 D (1) \$ 105	25,755	D	
Common stock					1,265	I	Stock purchase plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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	\$ 17.1175	02/15/2013		M		10,911		02/04/2010	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175	02/15/2013		M		10,911		02/04/2011	02/04/2019	Common stock	10,911
Employee stock option	\$ 17.1175	02/15/2013		M		5,071		02/04/2012	02/04/2019	Common stock	5,071
Employee stock option	\$ 26.2075							02/03/2011	02/03/2020	Common stock	8,226
Employee stock option	\$ 26.2075							02/03/2012	02/03/2020	Common stock	8,227
Employee stock option	\$ 26.2075							02/03/2013	02/03/2020	Common stock	8,227
Employee stock option	\$ 51.695							02/02/2012	02/02/2021	Common stock	5,180
Employee stock option	\$ 51.695							02/02/2013	02/02/2021	Common stock	5,179
Employee stock option	\$ 51.695							02/02/2014	02/02/2021	Common stock	5,179
Employee stock option	\$ 85.08							02/08/2013	02/08/2022	Common stock	4,528

Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	4,527
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	4,527
Employee stock option	\$ 102.99	02/07/2014	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2015	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2016	02/07/2023	Common stock	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact 02/19/2013

__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 was made pursuant to a 10b5-1 plan established by Ms. Vella on 5/7/2012.

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.