

RUTA STANLEY L
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

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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)
05/13/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-COO/Store Ops

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/13/2010		S ⁽¹⁾	8,000 D \$ 70 ⁽²⁾	32,847	D	
Common Stock					5,293	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)	8. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 19.64					01/23/2006	01/23/2013	Common stock	20,000
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	15,000
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 36.395					02/02/2010	02/02/2015	Common stock	3,750
Employee Stock Option	\$ 61.27					02/09/2007	02/09/2016	Common stock	6,666 (3)
Employee Stock Option	\$ 61.27					02/09/2008	02/09/2016	Common stock	6,667 (3)
Employee Stock Option	\$ 61.27					02/09/2009	02/09/2016	Common stock	6,667 (3)
Employee Stock Option	\$ 46.165					02/07/2008	02/07/2017	Common stock	6,333 (3)

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Employee Stock Option	\$ 46.165	02/07/2009	02/07/2017	Common stock	6,333 <u>(3)</u>
Employee Stock Option	\$ 46.165	02/07/2010	02/07/2017	Common stock	6,334 <u>(3)</u>
Employee Stock Option	\$ 38.45	02/06/2009	02/06/2018	Common stock	8,508 <u>(3)</u>
Employee Stock Option	\$ 38.45	02/06/2010	02/06/2018	Common stock	8,509 <u>(3)</u>
Employee Stock Option	\$ 38.45	02/06/2011	02/06/2018	Common stock	8,509 <u>(3)</u>
Restricted stock units <u>(4)</u>	\$ 38.45	02/06/2011	<u>(5)</u>	Common stock	6,472
Employee Stock Option	\$ 34.355	02/04/2010	02/04/2019	Common stock	9,820
Employee Stock Option	\$ 34.355	02/04/2011	02/04/2019	Common stock	9,820
Employee Stock Option	\$ 34.355	02/04/2012	02/04/2019	Common stock	9,820
Restricted stock units <u>(4)</u>	\$ 34.355	02/04/2012	<u>(5)</u>	Common stock	12,973
Employee stock options	\$ 52.415	02/03/2011	02/03/2020	Common stock	7,404
Employee stock options	\$ 52.415	02/03/2012	02/03/2020	Common stock	7,404
Employee stock options	\$ 52.415	02/03/2013	02/03/2020	Common stock	7,403
Restricted stock units <u>(4)</u>	\$ 52.415	02/03/2013	<u>(5)</u>	Common stock	6,203

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-COO/Store Ops	

Signatures

Stanley L. Ruta by /s/ Kurt D. Barton, as
Attorney-in-fact

05/17/2010

__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).

Transaction was executed pursuant to a trading plan established by Mr. Ruta under Rule 10b5-1 of the Securities Exchange Act of 1934.

- (1) These shares were originally acquired on 5/18/2005 through an exercise and hold transaction executed by Mr. Ruta which has been previously reported on Form 4.
- (2) Represents the market price at the date of issuance.
- (3) Number of shares are rounded to the nearest whole number.
- (4) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (5) The restricted stock units vest at the end of the third anniversary of the date of 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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