

TRACTOR SUPPLY CO /DE/
Form 4
February 05, 2015

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 *
Downing Lee J

(Last) (First) (Middle)

C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP Operations and Real Estate

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	02/03/2015		S			2,902	D	\$ 82.2903	30,123	D	
Common stock	02/03/2015		M			7,978	A	\$ 51.495	38,101	D	
Common stock	02/03/2015		S			7,978	D	\$ 82.2521	30,123	D	
Common stock	02/04/2015		A ⁽¹⁾			3,248	A ⁽¹⁾	\$ 0	33,371	D	
Common stock	02/05/2015		M			13,753	A	\$ 63.55	47,124	D	

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Common stock	02/05/2015	S	13,753	D	\$ 82.6837	33,371	D	
Common stock						2,272	I	Stock Purchase Plan

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 51.495	02/03/2015		M		(2) 02/07/2023	Common stock	23,9	
Employee stock option	\$ 83.11	02/04/2015		A		(3) 02/04/2025	Common stock	32,4	
Employee stock option	\$ 63.55	02/05/2015		M		(4) 02/05/2024	Common stock	41,2	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downing Lee J C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027				EVP Operations and Real Estate

Signatures

Lee J. Downing by: /s/ Kurt D. Barton, as
Attorney-in-fact

02/05/2015

__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 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.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 7, 2014, 33 1/3% on February 7, 2015, and 33 1/3% on February 7, 2016.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 4, 2016, 33 1/3% on February 4, 2017, and 33 1/3% on February 4, 2018.
- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 5, 2015, 33 1/3% on February 5, 2016, and 33 1/3% on February 5, 2017.

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.