

Crudele Anthony F
Form 4
February 08, 2013

FORM 4

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

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

OMB APPROVAL

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(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)
02/07/2013

____ Director ____ 10% Owner
____X____ 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)
____X____ 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)
Common stock	02/07/2013		Code A ⁽¹⁾	V Amount 2,621 (A) or (D) A (1)	\$ 0 75,748	D	
Common stock					28,064	I	Anthony Crudele Family Trust
Common stock					28,064	I	Diane M Crudele Family Trust
					6,439	I	

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Common
stock

Stock
Purchase
Plan

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

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(9-02)

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	\$ 23.0825							02/07/2010	02/07/2017	Common stock	5,000
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
	\$ 51.695							02/02/2012	02/02/2021		9,322

Employee stock option								Common stock	
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
Employee stock option	\$ 102.99	02/07/2013	A	7,180	02/07/2014	02/07/2023		Common stock	7,180
Employee stock option	\$ 102.99	02/07/2013	A	7,179	02/07/2015	02/07/2023		Common stock	7,179
Employee stock option	\$ 102.99	02/07/2013	A	7,179	02/07/2016	02/07/2023		Common stock	7,179

Reporting Owners

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

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 02/08/2013

__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).

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Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

- (1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest 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.

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