

Stanton Alexander L
 Form 4
 February 14, 2013

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 *
 Stanton Alexander 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)
 02/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP Supply Chain

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/03/2013		F(1)	1,358 D (1)	\$ 103.41	24,034 (2)	D
Common Stock					95	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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 33.2075					03/30/2008	03/30/2016	Employee Stock Option	2,022
Employee Stock Option	\$ 33.2075					03/30/2009	03/30/2016	Employee Stock Option	3,011
Employee Stock Option	\$ 33.2075					03/30/2008	03/30/2016	Employee Stock Option	2,311
Employee Stock Option	\$ 33.2075					03/30/2009	03/30/2016	Employee Stock Option	3,656
Employee Stock Option	\$ 23.0825					02/07/2008	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2009	02/07/2017	Employee Stock Option	6,333
Employee Stock Option	\$ 23.0825					02/07/2010	02/07/2017	Employee Stock Option	2,002
Employee Stock Option	\$ 17.1175					02/04/2012	02/04/2019	Employee Stock Option	5,841
Employee Stock Option	\$ 26.2075					02/03/2011	02/03/2020	Employee Stock Option	5,758
Employee Stock	\$ 26.2075					02/03/2012	02/03/2020	Employee Stock	5,759

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Option				Option	
Employee				Employee	
Stock	\$ 26.2075		02/03/2013	02/03/2020	Stock 5,759
Option					Option
Employee					Employee
Stock	\$ 51.695		02/02/2012	02/02/2021	Stock 3,626
Option					Option
Employee					Employee
Stock	\$ 51.695		02/02/2013	02/02/2021	Stock 3,625
Option					Option
Employee					Employee
Stock	\$ 51.695		02/02/2014	02/02/2021	Stock 3,625
Option					Option
Employee					Employee
Stock	\$ 85.08		02/08/2013	02/08/2022	Stock 3,169
Option					Option
Employee					Employee
Stock	\$ 85.08		02/08/2014	02/08/2022	Stock 3,169
Option					Option
Employee					Employee
Stock	\$ 85.08		02/08/2015	02/08/2022	Stock 3,169
Option					Option
Employee					Employee
Stock	\$ 102.99		02/07/2014	02/07/2023	Stock 3,989
Option					Option
Employee					Employee
Stock	\$ 102.99		02/07/2015	02/07/2023	Stock 3,989
Option					Option
Employee					Employee
Stock	\$ 102.99		02/07/2016	02/07/2023	Stock 3,988
Option					Option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as Attorney-in-fact 02/14/2013

__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 represents the number of shares withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units.
- (2) Includes 4,730 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 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. 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.