

Stanton Alexander L
Form 4
May 06, 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

OMB
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(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)
05/03/2013

____ Director ____ 10% Owner
__X__ 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)
__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 | 05/03/2013 | | S | V Amount (D) 3,466 D | \$ 110.317 | 20,568 | D |
| Common Stock | | | | | 115 | 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
displays a currently valid OMB control
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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) | |
|---|---|---|---|---|---|--|--------------------|---|--|
| | | | | 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 |

| | | | | | |
|----------|------------|------------|------------|----------|-------|
| 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

05/06/2013

__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).

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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