

TRACTOR SUPPLY CO /DE/
Form 5
February 03, 2014

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
SANDFORT GREGORY A

(Last) (First) (Middle)

200 POWELL PLACE

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/28/2013

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)
President-CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	10/03/2008	Â	G	10,000 D \$ 0	200,412	D	Â
Common stock	10/03/2008	Â	G ⁽¹⁾	10,000 A ₍₁₎ \$ 0	10,000	I	Sandfort Trust
Common stock	10/06/2008	Â	G	6,320 D \$ 0	194,092	D	Â
Common stock	10/06/2008	Â	G ⁽¹⁾	6,320 A ₍₁₎ \$ 0	16,320	I	Sandfort Trust

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Common stock	10/10/2008	Â	G	3,680	D	\$ 0	190,412	D	Â
Common stock	10/10/2008	Â	<u>G⁽¹⁾</u>	3,680	<u>A₍₁₎</u>	\$ 0	20,000	I	Sandfort Trust
Common stock	10/22/2008	Â	G	8,484	D	\$ 0	181,928	D	Â
Common stock	10/22/2008	Â	<u>G⁽¹⁾</u>	8,484	<u>A₍₁₎</u>	\$ 0	28,484	I	Sandfort Trust
Common stock	12/02/2010	Â	G	16,002	D	\$ 0	165,926	D	Â
Common stock	12/02/2010	Â	<u>G⁽¹⁾</u>	16,002	<u>A₍₁₎</u>	\$ 0	44,486	I	Sandfort Trust
Common stock	02/06/2011	Â	G	19,040	D	\$ 0	146,886	D	Â
Common stock	02/06/2011	Â	<u>G⁽¹⁾</u>	19,040	<u>A₍₁₎</u>	\$ 0	63,526	I	Sandfort Trust
Common stock	06/01/2011	Â	G	63,526	D	\$ 0	0	I	Sandfort Trust
Common stock	06/01/2011	Â	<u>G⁽²⁾</u>	63,526	<u>A₍₂₎</u>	\$ 0	63,526	I	LLC I
Common stock	10/25/2011	Â	G	29,640	D	\$ 0	117,246	D	Â
Common stock	10/25/2011	Â	<u>G⁽¹⁾</u>	29,640	<u>A₍₁₎</u>	\$ 0	29,640	I	Sandfort Trust
Common stock	10/25/2011	Â	G	10,402	D	\$ 0	106,844	D	Â
Common stock	10/25/2011	Â	<u>G⁽¹⁾</u>	10,402	<u>A₍₁₎</u>	\$ 0	40,042	I	Sandfort Trust
Common stock	02/04/2012	Â	G	35,372	D	\$ 0	71,472	D	Â
Common stock	02/04/2012	Â	<u>G⁽¹⁾</u>	35,372	<u>A₍₁₎</u>	\$ 0	75,414	I	Sandfort Trust
Common stock	02/03/2013	Â	G	22,770	D	\$ 0	48,702	D	Â
Common stock	02/03/2013	Â	<u>G⁽¹⁾</u>	22,770	<u>A₍₁₎</u>	\$ 0	98,184	I	Sandfort Trust
Common stock	02/27/2013	Â	G	22,770	D	\$ 0	75,414	I	Sandfort Trust
Common stock	02/27/2013	Â	<u>G⁽²⁾</u>	22,770	<u>A₍₂₎</u>	\$ 0	86,296	I	LLC I
	09/17/2013	Â	G	75,414	D	\$ 0	0	I	

Common stock									Sandfort Trust
Common stock	09/17/2013	Â	G ⁽²⁾	75,414	<u>A</u> ₍₂₎	\$ 0	75,414	I	LLC II
Common stock	10/10/2013	Â	G	10,000	D	\$ 0	38,702	D	Â
Common stock	10/10/2013	Â	G ⁽¹⁾	10,000	<u>A</u> ₍₁₎	\$ 0	10,000	I	Sandfort Trust
Common stock	10/10/2013	Â	G	1,682	D	\$ 0	37,020	D	Â
Common stock	10/10/2013	Â	G ⁽¹⁾	1,682	<u>A</u> ₍₁₎	\$ 0	11,682	I	Sandfort Trust

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A 200 POWELL PLACE BRENTWOOD, TN 37027	Â X	Â	Â President-CEO	Â

Signatures

Gregory Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/03/2014

**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 transferred on the dates indicated to a revocable family trust in which the reporting person and his spouse share investment control.
- (2) Shares transferred on the dates indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.

Â

Remarks:

ThisÂ isÂ theÂ firstÂ ofÂ twoÂ FormÂ 5sÂ filedÂ byÂ theÂ reportingÂ personÂ onÂ FebruaryÂ 3,Â 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.