Edgar Filing: Crudele Anthony F - Form 4

Crudele Antho Form 4	ny F										
February 06, 2	009										
FORM	Л									PPROVAL	
	UNITED 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 Number:	3235-0287	
Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pursu section 17(a)								Expires: Estimated a burden hou response	urs per	
(Print or Type Res	sponses)										
1. Name and Add Crudele Antho	5	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) 200 POWELL		(Month/I			of Earliest Transaction /Day/Year) /2009				Director 10% Owner <u>X</u> Officer (give title Other (specify below) EVP-Chief Financial Officer		
		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				
BRENTWOO	D, TN 37027							Form filed by Person	More than One R	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecurit	ies Ac	quired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or)	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								1,000	D		
Common stock								1,837	Ι	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. Transacti Code (Instr. 8)	5. Number orDerivativ Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	e (A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee stock option	\$ 48.205						09/26/2007	09/26/2015	Common stock	3,75
Employee stock option	\$ 48.205						09/26/2008	09/26/2015	Common stock	3,75
Employee stock option	\$ 48.205						09/26/2009	09/26/2015	Common stock	3,75
Employee stock option	\$ 48.205						09/26/2010	09/26/2015	Common stock	3,75
Employee stock option	\$ 61.27						02/09/2007	02/09/2016	Common stock	6,66 (1)
Employee stock option	\$ 61.27						02/09/2008	02/09/2016	Common stock	6,66 (1)
Employee stock option	\$ 61.27						02/09/2009	02/09/2016	Common stock	6,66 (1)
Employee stock option	\$ 46.165						02/07/2008	02/07/2017	Common stock	6,33 (1)
Employee stock option	\$ 46.165						02/07/2009	02/07/2017	Common stock	6,33 (1)
Employee stock option	\$ 46.165						02/07/2010	02/07/2017	Common stock	6,33 (1)
Restricted stock units	\$ 46.165						02/07/2010	(3)	Common stock	5,50

Employee stock option	\$ 38.45				02/06/2009	02/06/2018	Common stock	8,50 (1)
Employee stock option	\$ 38.45				02/06/2010	02/06/2018	Common stock	8,50 (1)
Employee stock option	\$ 38.45				02/06/2011	02/06/2018	Common stock	8,50 (1)
Restricted stock units (2)	\$ 38.45				02/06/2011	(3)	Common stock	6,47
Employee stock option	\$ 34.355	02/04/2009	А	9,820	02/04/2010	02/04/2019	Common stock	9,82
Employee stock option	\$ 34.355	02/04/2009	А	9,820	02/04/2011	02/04/2019	Common stock	9,82
Employee stock option	\$ 34.355	02/04/2009	А	9,820	02/04/2012	02/04/2019	Common stock	9,82
Restricted stock units (2)	\$ 34.355	02/04/2009	А	12,973	02/04/2012 <u>(3)</u>	(3)	Common stock	12,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer				

Signatures

(2)

Anthony F. Crudele by: /s/ David C. Lewis. Power of Attorney

<u>**</u>Signature of Reporting Person

02/06/2009

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) Fractional shares are rounded to the nearest whole number.

(2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

Reporting Owners

(3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.