WRIGHT JAMES F

Form 4

December 07, 2010

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

WRIGHT JAMES F

(Last)

2. Issuer Name and Ticker or Trading

Symbol

TRACTOR SUPPLY CO /DE/ [TSCO]

3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2010

200 POWELL PLACE

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify

below) Chairman-CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

BRENTWOOD, TN 37027

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	e Secu	rities Aco	quired, Disposed	of, or Benefi	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common stock	12/03/2010		M(4)	50,000	A	\$ 9.82	249,531	D	
Common stock	12/03/2010		S(4)	50,000	D	\$ 45.95	199,531	D	
Common stock							2,651	I	2010 Grandchildren's Trust
Common stock							48,204	I	Grantor Retained Annuity Trust
							15,644 <u>(1)</u>	I	Trust

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Common stock

Common stock 8,356 $\underline{^{(1)}}$ 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)

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. Transactic Code (Instr. 8)	Secu Acqu or D (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		d 7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Employee stock option	\$ 9.82	12/03/2010		M(4)		50,000	01/23/2006	01/23/2013	Common stock	50,0
Employee stock option	\$ 21.325 (1)						01/22/2007	01/22/2014	Common stock	90,0 (1
Employee stock option	\$ 16.34 (1)						10/01/2007	10/01/2014	Common stock	75,0 (1
Employee stock option	\$ 18.1975						02/02/2007	02/02/2015	Common stock	30,0 (1
Employee stock option	\$ 18.1975						02/02/2008	02/02/2015	Common stock	30,0 (1
Employee stock option	\$ 18.1975						02/02/2009	02/02/2015	Common stock	30,0 (1
Employee stock option	\$ 18.1975						02/02/2010	02/02/2015	Common stock	30,0 (1
-							02/09/2007	02/09/2016		

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Employee stock option	\$ 30.635			Common stock	53,3 (1)
Employee stock option	\$ 30.635	02/09/2008 02/	09/2016	Common stock	53,3 (1)
Employee stock option	\$ 30.635 (1)	02/09/2009 02/	09/2016	Common stock	53,3 (1)
Employee stock option	\$ 23.0825 (1)	02/07/2008 02/	07/2017	Common stock	39,0 (1)
Employee stock option	\$ 23.0825 (1)	02/07/2009 02/	07/2017	Common stock	39,0 (1)
Employee stock option	\$ 23.0825 (1)	02/07/2010 02/	07/2017	Common stock	39,0 (1)
Employee stock option	\$ 19.225 (1)	02/06/2009 02/	06/2018	Common stock	53,3 (1)
Employee stock option	\$ 19.225 (1)	02/06/2010 02/	06/2018	Common stock	53,3 (1)
Employee stock option	\$ 19.225 (1)	02/06/2011 02/	06/2018	Common stock	53,5 (1)
Restricted stock units	\$ 19.225 (1)	02/06/2011 <u>(1)</u>	(2)	Common stock	40,7 (1
Employee stock option	\$ 17.1775 (1)	02/04/2010 02/	04/2019	Common stock	82,9 (1
Employee stock option	\$ 17.1775 (1)	02/04/2011 02/	04/2019	Common stock	82,9 (1
Employee stock option	\$ 17.1775 (1)	02/04/2012 02/	04/2019	Common stock	82,9 (1
Restricted stock units	\$ 17.1775 (1)	02/04/2012	(2)	Common stock	109,
Employee stock option	\$ 26.2075 (1)	02/03/2011 02/	03/2020	Common stock	55,9 (1

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Employee stock option	\$ 26.2075 (1)	02/03/2012	02/03/2020	Common stock	55, <u>(</u>
Employee stock option	\$ 26.2075 (1)	02/03/2013	02/03/2020	Common stock	55,
Restricted stock units	\$ 26.2075	02/03/2013	(2)	Common stock	46,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027

Chairman-CEO

Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact

12/07/2010

**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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date.
- (3) Fractional shares are rounded to the nearest whole number.
- (4) Transaction was executed pursuant to a 10b5-1 plan established by Mr. Wright.

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.

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