Barbarick Steve K
Form 4
February 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barbarick Steve K

(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. Date of Earliest Transaction (Month/Day/Year)
02/03/2013

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 below) _____ Other (specify below)
Executive VP Merchandising

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2013		F (1)		676	D (1)	$ 103.41	11,724 (2)	D	
Common Stock								6,600	I	By Wife
Common Stock								507	I	Stock Purchase Plan
Common Stock								2,312	I	Stock Purchase Plan By Wife

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. 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.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	$ 30.635							02/09/2007	02/09/2016	Employee Stock Option	600	
Employee Stock Option	$ 30.635							02/09/2008	02/09/2016	Employee Stock Option	2,224	
Employee Stock Option	$ 30.635							02/09/2009	02/09/2016	Employee Stock Option	2,224	
Employee Stock Option	$ 23.0825							02/07/2010	02/07/2017	Employee Stock Option	2,667	
Employee Stock Option	$ 19.225							02/06/2010	02/06/2018	Employee Stock Option	344	
Employee Stock Option	$ 19.225							02/06/2011	02/06/2018	Employee Stock Option	4,667	
Employee Stock Option	$ 17.1175							02/04/2011	02/04/2019	Employee Stock Option	601	
Employee Stock Option	$ 17.1175							02/04/2012	02/04/2019	Employee Stock Option	2,667	

Employee Stock Option	$ 26.2075	02/03/2011	02/03/2020	Employee Stock Option	1,785
Employee Stock Option	$ 26.2075	02/03/2012	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	$ 26.2075	02/03/2013	02/03/2020	Employee Stock Option	2,797
Employee Stock Option	$ 51.695	02/02/2012	02/02/2021	Employee Stock Option	3,626
Employee Stock Option	$ 51.695	02/02/2013	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	$ 51.695	02/02/2014	02/02/2021	Employee Stock Option	3,625
Employee Stock Option	$ 85.08	02/08/2013	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 85.08	02/08/2014	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 85.08	02/08/2015	02/08/2022	Employee Stock Option	3,169
Employee Stock Option	$ 102.99	02/07/2014	02/07/2023	Employee Stock Option	7,180
Employee Stock Option	$ 102.99	02/07/2015	02/07/2023	Employee Stock Option	7,179
Employee Stock Option	$ 102.99	02/07/2016	02/07/2023	Employee Stock Option	7,179
Employee Stock Option	$ 51.695	02/02/2014	02/02/2021	Employee Stock Option	600
Employee Stock Option	$ 85.08	02/08/2014	02/08/2022	Employee Stock Option	600
Employee Stock	$ 85.08	02/08/2015	02/08/2022	Employee Stock	600

Option							Option	
Employee Stock Option	$ 103.54				02/06/2014	02/06/2023	Employee Stock Option	425
Employee Stock Option	$ 103.54				02/06/2015	02/06/2023	Employee Stock Option	425
Employee Stock Option	$ 103.54				02/06/2016	02/06/2023	Employee Stock Option	425

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick 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 5,895 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.
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