

TRACTOR SUPPLY CO /DE/

Form 4

October 01, 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 *
PARRISH BENJAMIN F JR

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)
09/27/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP - General Counsel

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	09/27/2013		M ⁽¹⁾	8,000	\$ 19.7575	23,344	D
Common stock	09/27/2013		S ⁽¹⁾	8,000	\$ 66.5027	15,344 ⁽²⁾	D
Common stock					2,184 ⁽²⁾	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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	\$ 19.7575 (2)	09/27/2013		M(1)	5,760	10/27/2011	10/27/2020	Common stock	5,760 (2)
Employee stock option	\$ 19.7575 (2)	09/27/2013		M(1)	2,240	10/27/2012	10/27/2020	Common stock	5,758 (2)
Employee stock option	\$ 19.7575 (2)					10/27/2013	10/27/2020	Common stock	5,758 (2)
Employee stock option	\$ 25.8475 (2)					02/02/2012	02/02/2021	Common stock	7,252 (2)
Employee stock option	\$ 25.8475 (2)					02/02/2013	02/02/2021	Common stock	7,250 (2)
Employee stock option	\$ 25.8475 (2)					02/02/2014	02/02/2021	Common stock	7,250 (2)
Employee stock option	\$ 42.54 (2)					02/08/2013	02/08/2022	Common stock	9,056 (2)
Employee stock option	\$ 42.54 (2)					02/08/2014	02/08/2022	Common stock	9,054 (2)
Employee stock option	\$ 42.54 (2)					02/08/2015	02/08/2022	Common stock	9,054 (2)
						02/07/2014	02/07/2023		

Employee stock option	\$ 51.495 (2)			Common stock	7,978 (2)
Employee stock option	\$ 51.495 (2)	02/07/2015	02/07/2023	Common stock	7,978 (2)
Employee stock option	\$ 51.495 (2)	02/07/2016	02/07/2023	Common stock	7,976 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH BENJAMIN F JR 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - General Counsel	

Signatures

Benjamin F. Parrish Jr. by: /s/ Kurt D. Barton, as
Attorney-in-fact

10/01/2013

____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 exercise of options (adjusted for the 2-for-1 stock split that occurred on 9/26/2013) pursuant to a 10b5-1 plan established by Mr. Parrish on 8/7/2013.
- (2) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on 9/26/2013.

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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