

Mills Robert D  
Form 4  
April 12, 2019

**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 \*  
Mills Robert D

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP Chief Technology Officer

C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D)                                                                             | Price                                                    |                                                       |
| Common stock                    | 04/11/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 9,002 A <sup>(1)</sup>                                                                        | \$ 83.11                                                 | 29,676 D                                              |
| Common stock                    | 04/11/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 9,002 D <sup>(1)</sup>                                                                        | \$ 102.11                                                | 20,674 D                                              |
| Common stock                    | 04/11/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 17,857 A <sup>(1)</sup>                                                                       | \$ 86.08                                                 | 38,531 D                                              |
| Common stock                    | 04/11/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 17,857 D <sup>(1)</sup>                                                                       | \$ 102.11                                                | 20,674 D                                              |
| Common stock                    | 04/11/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 5,670 A <sup>(1)</sup>                                                                        | \$ 73.18                                                 | 26,344 D                                              |

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|              |            |                  |       |                  |           |        |   |                     |
|--------------|------------|------------------|-------|------------------|-----------|--------|---|---------------------|
| Common stock | 04/11/2019 | S <sup>(1)</sup> | 5,670 | D <sup>(1)</sup> | \$ 102.11 | 20,674 | D |                     |
| Common stock |            |                  |       |                  |           | 304    | 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. 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                      | \$ 83.11                                               | 04/11/2019                           |                                                    | M                              |                                                                                         | 9,002                                                    |     | <u>(2)</u>                                                    | 02/04/2025      | Common stock | 9,002                      |
| Employee stock option                      | \$ 86.08                                               | 04/11/2019                           |                                                    | M                              |                                                                                         | 17,857                                                   |     | <u>(3)</u>                                                    | 02/03/2026      | Common stock | 17,857                     |
| Employee stock option                      | \$ 73.18                                               | 04/11/2019                           |                                                    | M                              |                                                                                         | 5,670                                                    |     | <u>(4)</u>                                                    | 02/08/2027      | Common stock | 5,670                      |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                    |
|------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                          | Director 10% Owner Officer Other |
| Mills Robert D<br>C/O TRACTOR SUPPLY COMPANY<br>5401 VIRGINIA WAY<br>BRENTWOOD, TN 37027 | EVP Chief Technology Officer     |

## Signatures

Robert D. Mills by: /s/ Kristopher S. Bybee, as  
Attorney-in-fact

04/12/2019

\_\_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 was made pursuant to a 10b5-1 plan established by Mr. Mills on February 22, 2019.
- (2) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 4, 2016, 33 1/3% on February 4, 2017, and 33 1/3% on February 4, 2018.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows: 33 1/3% on February 3, 2017, 33 1/3% on February 3, 2018, and 33 1/3% on February 3, 2019.
- (4) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vested and became or will vest and become exercisable as follows: 33 1/3% on February 8, 2018, 33 1/3% on February 8, 2019, and 33 1/3% on February 8, 2020.

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.