

FRAZELL CHAD MICHAEL

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRAZELL CHAD MICHAEL

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)
C/O TRACTOR SUPPLY
COMPANY, 5401 VIRGINIA WAY

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP Human Resources

(Street)
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	04/11/2019		M ⁽¹⁾	191	\$ 83.11 13,338	D	
Common stock	04/11/2019		S ⁽¹⁾	191	\$ 103.01 13,147	D	
Common stock	04/12/2019		M ⁽¹⁾	17,813	\$ 83.11 30,960	D	
Common stock	04/12/2019		S ⁽¹⁾	17,813	\$ 103.63 13,147	D	
Common stock					1,052	I	Stock Purchase

Plan

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

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(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		191		<u>(2)</u>	02/04/2025	Common stock	191
Employee stock option	\$ 83.11	04/12/2019		M		17,813		<u>(2)</u>	02/04/2025	Common stock	17,813

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRAZELL CHAD MICHAEL C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027	SVP Human Resources

Signatures

Chad M. Frazell 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. Frazell on February 22, 2019.

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- (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.

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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