

RUTA STANLEY L
Form 4
February 06, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTA STANLEY L

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)
02/04/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Store Ops

BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Common stock					29,427	D	
Common stock					4,701	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)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.3574					01/25/2006	01/25/2011	Common stock	14,8
Employee Stock Option	\$ 8.9075					01/24/2005	01/24/2012	Common stock	20,7
Employee Stock Option	\$ 19.64					01/23/2006	01/23/2013	Common stock	20,0
Employee Stock Option	\$ 42.65					01/22/2007	01/22/2014	Common stock	15,0
Employee Stock Option	\$ 36.395					02/02/2007	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395					02/02/2008	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395					02/02/2009	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395					02/02/2010	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 61.27					02/09/2007	02/09/2016	Common stock	6,66 (1)
Employee Stock Option	\$ 61.27					02/09/2008	02/09/2016	Common stock	6,66 (1)
Employee Stock	\$ 61.27					02/09/2009	02/09/2016	Common stock	6,66 (1)

Option										
Employee Stock Option	\$ 46.165				02/07/2008	02/07/2017		Common stock	6,33	(1)
Employee Stock Option	\$ 46.165				02/07/2009	02/07/2017		Common stock	6,33	(1)
Employee Stock Option	\$ 46.165				02/07/2010	02/07/2017		Common stock	6,33	(1)
Restricted stock units (2)	\$ 46.165				02/07/2010	(3)		Common stock	5,50	
Employee Stock Option	\$ 38.45				02/06/2009	02/06/2018		Common stock	8,50	(1)
Employee Stock Option	\$ 38.45				02/06/2010	02/06/2018		Common stock	8,50	(1)
Employee Stock Option	\$ 38.45				02/06/2011	02/06/2018		Common stock	8,50	(1)
Restricted stock units (2)	\$ 38.45				02/06/2011	(3)		Common stock	6,47	
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2010	02/04/2019		Common stock	9,82	
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2011	02/04/2019		Common stock	9,82	
Employee Stock Option	\$ 34.355	02/04/2009	A	9,820	02/04/2012	02/04/2019		Common stock	9,82	
Restricted stock units (2)	\$ 34.355	02/04/2009	A	12,973	02/04/2012(3)	(3)		Common stock	12,9	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP - Store Ops	

RUTA STANLEY L
200 POWELL PLACE
BRENTWOOD, TN 37027

Signatures

Stanley L. Ruta by /s/ David C. Lewis, as
Attorney-in-fact

02/06/2009

__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) Number of shares are rounded to the nearest whole number.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
 - (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.