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TRACTOR SUPPLY CO /DE/

Form 4

February 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31,

Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Barbarick Steve K	Symbol Symbol	5. Relationship of Reporting Person(s) to Issuer			
	TRACTOR SUPPLY CO /DE/ [TSCO]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	Director 10% Owner			
	(Month/Day/Year)	X Officer (give title Other (specify below)			
200 POWELL PLACE	02/02/2014	Executive VP Merchandising			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		X Form filed by One Reporting Person			
BRENTWOOD, TN 37027		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.E.A. C. O.E. A. D. O.A.D.	1 2 40 11 4 11	5 A . C . C . 7 N .			

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature	of
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial	. 1
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownershi	
Following Indirect (I) (Instr. 4)	•
(A) Reported (Instr. 4) Transaction(s)	
or (Instr. 3 and 4)	
Common D \$	
stock $02/02/2014$ $F_{\underline{(1)}} = 1,172 = 0.5$ $02/02/2014$ $F_{\underline{(1)}} = 1,172 = 0.5$ $02/02/2014$ D	
Stock	
Common 1,465 I Purchas	20
stock Plan	
Common Stock Purchase	20
Common stock 4,772 I 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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. 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	\$ 11.5413					02/07/2010	02/07/2017	Employee stock option	5,334
Employee stock option	\$ 9.6125					02/06/2010	02/06/2018	Employee stock option	688
Employee stock option	\$ 9.6125					02/06/2011	02/06/2018	Employee stock option	9,334
Employee stock option	\$ 8.5588					02/04/2011	02/04/2019	Employee stock option	1,202
Employee stock option	\$ 8.5588					02/04/2012	02/04/2019	Employee stock option	5,334
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Employee stock option	2,252
Employee stock option	\$ 25.8475					02/02/2013	02/02/2021	Employee stock option	7,250
Employee stock option	\$ 25.8475					02/02/2014	02/02/2021	Employee stock option	7,250
Employee	\$ 42.54					02/08/2013	02/08/2022	Employee	6,338

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stock option				stock option	
Employee stock option	\$ 42.54	02/08/2014	02/08/2022	Employee stock option	6,338
Employee stock option	\$ 42.54	02/08/2015	02/08/2022	Employee stock option	6,338
Employee stock option	\$ 51.495	02/07/2014	02/07/2023	Employee stock option	14,360
Employee stock option	\$ 51.495	02/07/2015	02/07/2023	Employee stock option	14,358
Employee stock option	\$ 51.495	02/07/2016	02/07/2023	Employee stock option	14,358

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

02/04/2014

**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.

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.

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