

TRACTOR SUPPLY CO /DE/

Form 4

February 07, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
02/05/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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	02/05/2014		Code V Amount (A) or (D) Price	A ⁽¹⁾ 2,365 A ⁽¹⁾ \$ 0	16,535	D	
Common stock					2,184	I	Stock Purchase Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: TRACTOR SUPPLY CO /DE/ - Form 4

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							10/27/2013	10/27/2020	Common stock	5,276
Employee stock option	\$ 25.8475							02/02/2012	02/02/2021	Common stock	7,252
Employee stock option	\$ 25.8475							02/02/2013	02/02/2021	Common stock	7,250
Employee stock option	\$ 25.8475							02/02/2014	02/02/2021	Common stock	7,250
Employee stock option	\$ 42.54							02/08/2013	02/08/2022	Common stock	9,056
Employee stock option	\$ 42.54							02/08/2014	02/08/2022	Common stock	9,054
Employee stock option	\$ 42.54							02/08/2015	02/08/2022	Common stock	9,054
Employee stock option	\$ 51.495							02/07/2014	02/07/2023	Common stock	7,978
Employee stock option	\$ 51.495							02/07/2015	02/07/2023	Common stock	7,978
Employee stock option	\$ 51.495							02/07/2016	02/07/2023	Common stock	7,976
	\$ 63.55	02/05/2014		A		7,641		02/05/2015	02/05/2024		7,641

Common stock								Common stock	
Common stock	\$ 63.55	02/05/2014	A	7,640	02/05/2016	02/05/2024		Common stock	7,640
Common stock	\$ 63.55	02/05/2014	A	7,640	02/05/2017	02/05/2024		Common stock	7,640

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 02/07/2014

__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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.

- (1) Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest at the end of the third anniversary date of the grant.

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.