

TRACTOR SUPPLY CO /DE/  
Form 5  
February 02, 2016

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
SANDFORT GREGORY A

(Last) (First) (Middle)

C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA  
WAY

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
TRACTOR SUPPLY CO /DE/  
[TSCO]

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/26/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTWOOD, TN 37027

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>Amount (D) Price                                              |                                                                                                              |                                                                      |                                                                   |
| Common<br>stock                       | 02/23/2015                              | Â                                                           | G                                       | 5,122 D \$ 0                                                               | 42,621                                                                                                       | D                                                                    | Â                                                                 |
| Common<br>stock                       | 02/23/2015                              | Â                                                           | G <sup>(1)</sup>                        | 5,122 A<br>(1) \$ 0                                                        | 5,122                                                                                                        | I                                                                    | Sandfort<br>Trust                                                 |
| Common<br>stock                       | 03/06/2015                              | Â                                                           | G                                       | 5,122 D \$ 0                                                               | 0                                                                                                            | I                                                                    | Sandfort<br>Trust                                                 |
|                                       | 03/06/2015                              | Â                                                           | G <sup>(2)</sup>                        | 5,122 \$ 0                                                                 | 5,122                                                                                                        | I                                                                    | LLC III                                                           |

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|              |   |   |   |   |                  |   |         |   |  |                     |
|--------------|---|---|---|---|------------------|---|---------|---|--|---------------------|
| Common stock |   |   |   |   | <u>A<br/>(2)</u> |   |         |   |  |                     |
| Common stock | Â | Â | Â | Â | Â                | Â | 86,296  | I |  | LLC I               |
| Common stock | Â | Â | Â | Â | Â                | Â | 105,855 | I |  | LLC II              |
| Common stock | Â | Â | Â | Â | Â                | Â | 1,549   | 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 2270  
(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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                            |       |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| SANDFORT GREGORY A<br>C/O TRACTOR SUPPLY COMPANY<br>5401 VIRGINIA WAY<br>BRENTWOOD,Â TNÂ 37027 | Â X Â Â President CEO Â          |

## Signatures

Gregory A. Sandfort by: /s/ Kurt D. Barton, as Attorney-in-fact

02/02/2016

\*\*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) Shares transferred on the dates indicated to a revocable family trust in which the reporting person and his spouse share investment control.
- (2) Shares transferred on the date indicated to an LLC in which the reporting person and his spouse each hold a 50% interest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.