

TRACTOR SUPPLY CO /DE/  
Form 3  
March 14, 2017

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Barton Kurt D

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/06/2017

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other  
(give title below) (specify below)

SVP Chief Financial Officer

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
X Form filed by One Reporting  
Person  
\_\_\_ Form filed by More than One  
Reporting Person

C/O TRACTOR SUPPLY  
COMPANY,Â 5401 VIRGINIA  
WAY

(Street)

BRENTWOOD,Â TNÂ 37027

(City)

(State)

(Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common stock

19,221 <sup>(1)</sup>

D

Â

Common stock

2,482

I

Stock Purchase Plan

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option	Â (2)	02/02/2021	Common stock	3,066	\$ 25.8475	D	Â
Employee stock option	Â (3)	02/08/2022	Common stock	9,236	\$ 42.54	D	Â
Employee stock option	Â (4)	02/07/2023	Common stock	10,530	\$ 51.495	D	Â
Employee stock option	Â (5)	02/05/2024	Common stock	10,085	\$ 63.55	D	Â
Employee stock option	Â (6)	02/04/2025	Common stock	7,921	\$ 83.11	D	Â
Employee stock option	Â (7)	02/03/2026	Common stock	12,500	\$ 86.08	D	Â
Employee stock option	Â (8)	02/08/2027	Common stock	51,712	\$ 73.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barton Kurt D C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027	Â	Â	Â SVP Chief Financial Officer	Â

## Signatures

/s/ Kurt D.  
Barton

03/14/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes 6,822 shares that were acquired pursuant to grants of restricted stock units (RSUs) under the Tractor Supply Company 2009

- (1) Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest on the third anniversary of the grant date.
- (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 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014. 100% of the option is vested.
- (3) 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 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015. 100% of the option is vested.

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- (4) 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 7, 2014, 33 1/3% on February 7, 2015, and 33 1/3% on February 7, 2016. 100% of the option is vested.
- (5) 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 5, 2015, 33 1/3% on February 5, 2016, and 33 1/3% on February 5, 2017. 100% of the option is vested.
- (6) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become 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. 66.6% of the option is vested.
- (7) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 3, 2017, 33 1/3% on February 3, 2018, and 33 1/3% on February 3, 2019. 33.3% of the option is vested.
- (8) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 8, 2018, 33 1/3% on February 8, 2019 and 33 1/3% on February 8, 2020. 0% of the option is vested.

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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