

PARRISH BENJAMIN F JR

Form 4

February 07, 2018

**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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/16/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP General Counsel

C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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 Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 08/16/2017                              |                                                             | G <sup>(1)</sup>                        | (A)<br>or<br>(D)<br>D <sup>(1)</sup><br>1,680                           | \$ 0 12,213                                                                                                        | D                                                                       |                                                                   |
| Common<br>stock                       | 08/16/2017                              |                                                             | G <sup>(1)</sup>                        | (A)<br>or<br>(D)<br>D <sup>(1)</sup><br>2,971                           | \$ 0 471                                                                                                           | I                                                                       | Stock<br>Purchase<br>Plan                                         |
| Common<br>stock                       | 08/16/2017                              |                                                             | G <sup>(1)</sup>                        | (A)<br>or<br>(D)<br>A <sup>(1)</sup><br>4,651                           | \$ 0 14,651                                                                                                        | I                                                                       | Grantor<br>Retained<br>Annuity<br>Trust                           |
| Common                                | 02/05/2018                              |                                                             | F <sup>(2)</sup>                        | D 478                                                                   | \$ 11,735                                                                                                          | D                                                                       |                                                                   |

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|              |            |  |      |       |       |      |        |                    |
|--------------|------------|--|------|-------|-------|------|--------|--------------------|
| stock        |            |  |      | (2)   | 69.21 |      |        |                    |
| Common stock | 02/07/2018 |  | A(3) | 5,213 | A(3)  | \$ 0 | 16,948 | D                  |
| Common stock |            |  |      |       |       |      | 338    | I                  |
|              |            |  |      |       |       |      |        | 2013 Child Trust 1 |
| Common stock |            |  |      |       |       |      | 338    | I                  |
|              |            |  |      |       |       |      |        | 2013 Child Trust 2 |

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)

**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                      | \$ 67.28                                               | 02/07/2018                           |                                                    | A                              |                                                                                         | 37,003                                                   |     | <u>(4)</u>                                                    | 02/07/2028      | Common stock | 37,003                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships                    |
|-------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                 | Director 10% Owner Officer Other |
| PARRISH BENJAMIN F JR<br>C/O TRACTOR SUPPLY COMPANY<br>5401 VIRGINIA WAY<br>BRENTWOOD, TN 37027 | EVP General Counsel              |

## Signatures

Benjamin F. Parrish Jr. by: /s/ Robert J. Volke, as  
Attorney-in-fact

02/07/2018

\_\_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 date indicated to a grantor retained annuity trust in which the reporting person has investment control.
- (2) 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.
- (3) Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 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.
- (4) Granted pursuant to the Tractor Supply Company 2009 Stock Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020 and 33 1/3% on February 7, 2021.

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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