

SANDFORT GREGORY A

Form 4

September 05, 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 \*  
SANDFORT GREGORY A

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)  
09/04/2018

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

Chief Executive Officer

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)  
☒ 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 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)		
			Code	V	Amount	(A) or (D)	Price		
Common stock	09/04/2018		M <sup>(1)</sup>		54,844	A <sup>(1)</sup>	\$ 13.1038	118,845	D
Common stock	09/04/2018		S <sup>(1)</sup>		54,844	D <sup>(1)</sup>	\$ 90.29	64,001	D
Common stock	09/04/2018		M <sup>(1)</sup>		25,896	A <sup>(1)</sup>	\$ 25.8475	89,897	D
Common stock	09/04/2018		S <sup>(1)</sup>		25,896	D <sup>(1)</sup>	\$ 90.27	64,001	D
Common stock	09/04/2018		M <sup>(1)</sup>		22,636	A <sup>(1)</sup>	\$ 42.54	86,637	D

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Common stock	09/04/2018	<u>S</u> (1)	22,636	<u>D</u> (1)	\$ 90.28	64,001	D	
Common stock	09/04/2018	<u>M</u> (1)	37,333	<u>A</u> (1)	\$ 51.495	101,334	D	
Common stock	09/04/2018	<u>S</u> (1)	37,333	<u>D</u> (1)	\$ 90.28	64,001	D	
Common stock						86,296	I	LLC I
Common stock						105,855	I	LLC II
Common stock						37,420	I	LLC III
Common stock						1,092	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)

**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	\$ 13.1038	09/04/2018		M	54,844	(2) 02/03/2020	Common stock 54,844
Employee stock option	\$ 25.8475	09/04/2018		M	25,896	(3) 02/02/2021	Common stock 25,896
Employee stock option	\$ 42.54	09/04/2018		M	22,636	(4) 02/08/2022	Common stock 22,636
	\$ 51.495	09/04/2018		M	37,333	(5) 02/07/2023	37,333

Employee  
stock  
option

Common  
stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDFORT GREGORY A C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027	X		Chief Executive Officer	

## Signatures

Gregory A. Sandfort by: /s/ Benjamin F. Parrish Jr., as  
Attorney-in-fact

09/05/2018

\_\_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) This transaction was made pursuant to a 10b5-1 plan established by Mr. Sandfort on August 1, 2018.
- (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 3, 2011, 33 1/3% on February 3, 2012 and 33 1/3% on February 3, 2013.
- (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 2, 2012, 33 1/3% on February 2, 2013 and 33 1/3% on February 2, 2014.
- (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 8, 2013, 33 1/3% on February 8, 2014, and 33 1/3% on February 8, 2015.
- (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 7, 2014, 33 1/3% on February 7, 2015, and 33 1/3% on February 7, 2016.

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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