

WRIGHT JAMES F  
Form 4  
November 24, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WRIGHT JAMES F

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)  
11/19/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman-CEO

BRENTWOOD, TN 37027

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

(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)
				(A) or (D) Price			
Common stock	11/19/2010 <sup>(6)</sup>		G	V 50,855 D \$ 0	199,531	D	
Common stock	11/19/2010 <sup>(4)</sup>		G	V 2,651 A \$ 0	2,651	I	2010 Grandchildren's Trust
Common stock	11/19/2010 <sup>(5)</sup>		G	V 48,204 A \$ 0	48,204	I	Grantor Retained Annuity Trust
Common stock					15,644 <sup>(1)</sup>	I	Trust
					8,356 <sup>(1)</sup>	I	

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Common  
stock

Stock purchase  
plan

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

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(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	\$ 9.82 <sup>(1)</sup>					01/23/2006	01/23/2013	Common stock	160,000 <sup>(1)</sup>
Employee stock option	\$ 21.325 <sup>(1)</sup>					01/22/2007	01/22/2014	Common stock	90,000 <sup>(1)</sup>
Employee stock option	\$ 16.34 <sup>(1)</sup>					10/01/2007	10/01/2014	Common stock	75,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2007	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2008	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2009	02/02/2015	Common stock	30,000 <sup>(1)</sup>
Employee stock option	\$ 18.1975 <sup>(1)</sup>					02/02/2010	02/02/2015	Common stock	30,000 <sup>(1)</sup>
						02/09/2007	02/09/2016		

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Employee stock option	\$ 30.635 <u>(1)</u>			Common stock	53,332 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 30.635	02/09/2008	02/09/2016	Common stock	53,334 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 30.635 <u>(1)</u>	02/09/2009	02/09/2016	Common stock	53,334 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2008	02/07/2017	Common stock	39,666 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2009	02/07/2017	Common stock	39,666 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 23.0825 <u>(1)</u>	02/07/2010	02/07/2017	Common stock	39,668 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2009	02/06/2018	Common stock	53,552 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2010	02/06/2018	Common stock	53,554 <u>(1)</u> <u>(3)</u>
Employee stock option	\$ 19.225 <u>(1)</u>	02/06/2011	02/06/2018	Common stock	53,554 <u>(1)</u> <u>(3)</u>
Restricted stock units	\$ 19.225 <u>(1)</u>	02/06/2011 <sup>(1)</sup>	<sup>(2)</sup>	Common stock	40,736 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2010	02/04/2019	Common stock	82,924 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2011	02/04/2019	Common stock	82,924 <u>(1)</u>
Employee stock option	\$ 17.1775 <u>(1)</u>	02/04/2012	02/04/2019	Common stock	82,924 <u>(1)</u>
Restricted stock units	\$ 17.1775 <u>(1)</u>	02/04/2012	<sup>(2)</sup>	Common stock	109,550 <u>(1)</u>
Employee stock option	\$ 26.2075 <u>(1)</u>	02/03/2011	02/03/2020	Common stock	55,940 <u>(1)</u>

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Employee stock option	\$ 26,207.50 <sup>(1)</sup>	02/03/2012	02/03/2020	Common stock	55,940 <sup>(1)</sup>
Employee stock option	\$ 26,207.50 <sup>(1)</sup>	02/03/2013	02/03/2020	Common stock	55,938 <sup>(1)</sup>
Restricted stock units	\$ 26,207.50	02/03/2013	<sup>(2)</sup>	Common stock	46,864 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027			Chairman-CEO	

## Signatures

James F. Wright by: /s/ Kurt D. Barton, as Attorney-in-fact 11/24/2010

\_\_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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
  - (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date.
  - (3) Fractional shares are rounded to the nearest whole number.
- This transaction represents the gift of shares of TSC common stock into a trust for the benefit of the reporting person's grandchildren.
- (4) This represents a new trust established in 2010 and is in addition to the grandchildren's trust already in existence. The reporting person's spouse is the trustee of the trust.
  - (5) This transaction represents the gift of shares of TSC common stock to a grantor retained annuity trust (GRAT) for the benefit of the reporting person's adult children. The reporting person's spouse is the trustee of the GRAT.
  - (6) On November 19, 2010, the reporting person gifted shares of TSC common stock to two trust accounts, 2,651 to the grandchildren's trust and 48,204 to a grantor retained annuity trust. The reporting person's spouse is the trustee of each of these trust accounts.

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.