

Downing Lee J  
Form 4  
March 11, 2013

**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 \*  
Downing Lee J

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)  
03/08/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP Store Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 03/08/2013                           |  | M <sup>(1)</sup>               | 3,625 A<br>(1) \$ 51.695  | 10,767  | D  |  |
| Common Stock                    | 03/08/2013                           |  | S <sup>(1)</sup>               | 3,625 D<br>(1) \$ 104.75  | 7,142   | D  |  |
| Common Stock                    |                                      |  |                                |   | 721   | I  | Stock purchase plan                        |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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                      | \$ 39.515  |                                      |  |                                |   | 10/27/2013   | 10/27/2020  | Common Stock | 2,879                      |
| Employee Stock Option                      | \$ 51.695  | 03/08/2013                           |  | M                              | 3,625   | 02/02/2013   | 02/02/2021  | Common Stock | 3,625                      |
| Employee Stock Option                      | \$ 51.695  |                                      |  |                                |   | 02/02/2014   | 02/02/2021  | Common Stock | 3,625                      |
| Employee Stock Option                      | \$ 85.08   |                                      |  |                                |   | 02/08/2013   | 02/08/2022  | Common Stock | 3,169                      |
| Employee Stock Option                      | \$ 85.08   |                                      |  |                                |   | 02/08/2014   | 02/08/2022  | Common Stock | 3,169                      |
| Employee Stock Option                      | \$ 85.08   |                                      |  |                                |   | 02/08/2015   | 02/08/2022  | Common Stock | 3,169                      |
| Employee Stock Option                      | \$ 102.99  |                                      |  |                                |   | 02/07/2014   | 02/07/2023  | Common Stock | 3,989                      |
| Employee Stock Option                      | \$ 102.99  |                                      |  |                                |   | 02/07/2015   | 02/07/2023  | Common Stock | 3,989                      |
| Employee Stock Option                      | \$ 102.99  |                                      |  |                                |   | 02/07/2016   | 02/07/2023  | Common Stock | 3,988                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Downing Lee J<br>200 POWELL PLACE<br>BRENTWOOD, TN 37027 |               |           | Senior VP Store Operations |       |

## Signatures

Lee J. Downing by: /s/ Kurt D. Barton, as  
Attorney-in-fact

03/11/2013

\_\_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. Downing on 2/21/2013.

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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