

TRACTOR SUPPLY CO /DE/  
Form 4  
July 09, 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 \*  
Crudele Anthony 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)  
07/08/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-Chief Financial Officer

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)			
			Code	V	Amount	(A) or (D)	Price			
Common stock	07/08/2013		M <sup>(1)</sup>		12,600	A (1)	\$ 17.1175	94,189	D	
Common stock	07/08/2013		S <sup>(1)</sup>		12,600	D (1)	\$ 120.01	81,589	D	
Common stock	07/09/2013		M <sup>(1)</sup>		839	A (1)	\$ 17.1175	82,428	D	
Common stock	07/09/2013		S <sup>(1)</sup>		839	D (1)	\$ 119.97	81,589	D	
Common stock								28,064	I	Anthony Crudele Family

Common stock	28,064	I	Trust Diane M Crudele Family Trust
Common stock	6,569	I	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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee stock option	\$ 17.1175	07/08/2013		M		12,600		02/04/2012 02/04/2019	Common stock	12,600
Employee stock option	\$ 17.1175	07/09/2013		M		839		02/04/2012 02/04/2019	Common stock	839
Employee stock option	\$ 26.2075							02/03/2011 02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075							02/03/2012 02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075							02/03/2013 02/03/2020	Common stock	14,806
Employee stock option	\$ 51.695							02/02/2012 02/02/2021	Common stock	9,322

Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	9,323
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	9,323
Employee stock option	\$ 85.08	02/08/2013	02/08/2022	Common stock	8,149
Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	8,149
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	8,149
Employee stock option	\$ 102.99	02/07/2014	02/07/2023	Common stock	7,180
Employee stock option	\$ 102.99	02/07/2015	02/07/2023	Common stock	7,179
Employee stock option	\$ 102.99	02/07/2016	02/07/2023	Common stock	7,179

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

## Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact

07/09/2013

\_\_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. Crudele on 5/7/2013.

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.