

VELLA KIMBERLY D  
Form 4  
February 10, 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 \*  
VELLA KIMBERLY D

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)  
02/08/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP - Human Resources

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	02/08/2010		M	4,500 (1) A 50.6 (2)	\$ 5,430	D	
Common stock	02/08/2010		F	1,191 (3) D 50.6 (2)	\$ 4,239	D	
Common stock					2,528	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 8.9075					01/24/2005	01/24/2012	Common stock	3,334
Employee stock options	\$ 19.64					01/23/2005	01/23/2013	Common stock	3,333 <sup>(4)</sup>
Employee stock options	\$ 19.64					01/23/2006	01/23/2013	Common stock	305
Employee stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
Employee stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,875
Employee stock	\$ 36.395					02/02/2009	02/02/2015	Common stock	1,875

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options											
Employee stock options	\$ 36.395					02/02/2010	02/02/2015	Common stock	1,875		
Employee stock options	\$ 61.27					02/09/2007	02/09/2016	Common stock	3,333 <sup>(4)</sup>		
Employee stock options	\$ 61.27					02/09/2008	02/09/2016	Common stock	3,333 <sup>(4)</sup>		
Employee stock options	\$ 61.27					02/09/2009	02/09/2016	Common stock	3,334 <sup>(4)</sup>		
Employee stock options	\$ 46.165					02/07/2008	02/07/2017	Common stock	5,000		
Employee stock options	\$ 46.165					02/07/2009	02/07/2017	Common stock	5,000		
Employee stock options	\$ 46.165					02/07/2010	02/07/2017	Common stock	5,000		
Restricted stock units <sup>(5)</sup>	\$ 50.6 <sup>(2)</sup>	02/08/2010	M	4,500		02/07/2010	<sup>(6)</sup>	Common stock	4,500		
Employee stock options	\$ 38.45					02/06/2009	02/06/2018	Common stock	6,882		
Employee stock options	\$ 38.45					02/06/2010	02/06/2018	Common stock	6,882		
Employee stock options	\$ 38.45					02/06/2011	02/06/2018	Common stock	6,882		
Restricted stock units <sup>(7)</sup>	\$ 38.45					02/06/2011	<sup>(6)</sup>	Common stock	5,235		
Employee stock options	\$ 34.355					02/04/2010	02/04/2019	Common stock	5,455 <sup>(4)</sup>		
Employee stock options	\$ 34.355					02/04/2011	02/04/2019	Common stock	5,456 <sup>(4)</sup>		



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(7) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

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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