

WRIGHT JAMES F
Form 4
February 10, 2010

FORM 4

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

OMB APPROVAL

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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)
02/08/2010

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price (2)		
Common stock	02/08/2010		M		17,000 (1) \$ 50.6 (2)	D	
Common stock	02/08/2010		F		6,197 (3) \$ 50.6 (2)	D	
Common stock					3,713	I	Stock Purchase Plan
Common stock					4,489	I	Trust

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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 Number Shares
Employee stock option	\$ 3.3574					01/25/2006 01/25/2011	Common stock 90,210
Employee stock option	\$ 8.9075					01/24/2005 01/24/2012	Common stock 105,000
Employee stock option	\$ 19.64					01/23/2006 01/23/2013	Common stock 80,000
Employee stock option	\$ 42.65					01/22/2007 01/22/2014	Common stock 45,000
Employee stock option	\$ 32.68					10/01/2007 10/01/2014	Common stock 37,500
Employee stock option	\$ 36.395					02/02/2007 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2008 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2009 02/02/2015	Common stock 15,000
Employee stock option	\$ 36.395					02/02/2010 02/02/2015	Common stock 15,000

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Employee stock option	\$ 61.27					02/09/2007	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 61.27					02/09/2008	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 61.27					02/09/2009	02/09/2016	Common stock	26,667 (4)
Employee stock option	\$ 46.165					02/07/2008	02/07/2017	Common stock	19,833 (4)
Employee stock option	\$ 46.165					02/07/2009	02/07/2017	Common stock	19,833 (4)
Employee stock option	\$ 46.165					02/07/2010	02/07/2017	Common stock	19,833 (4)
Restricted stock units (5)	\$ 50.6 (2)	02/08/2010	M	17,000		02/07/2010	(6)	Common stock	17,000
Employee stock option	\$ 38.45					02/06/2009	02/06/2018	Common stock	26,777 (4)
Employee stock option	\$ 38.45					02/06/2010	02/06/2018	Common stock	26,777 (4)
Employee stock option	\$ 38.45					02/06/2011	02/06/2018	Common stock	26,777 (4)
Restricted stock units (7)	\$ 38.45					02/06/2011	(6)	Common stock	20,368
Employee stock option	\$ 34.355					02/04/2010	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355					02/04/2011	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355					02/04/2012	02/04/2019	Common stock	41,462
Restricted stock units	\$ 34.355					02/04/2012	(6)	Common stock	54,775

(7)

Employee stock option	\$ 52.415	02/03/2011	02/03/2020	Common stock	27,970
Employee stock option	\$ 52.415	02/03/2012	02/03/2020	Common stock	27,970
Employee stock option	\$ 52.415	02/03/2013	02/03/2020	Common stock	27,960
Restricted stock units	\$ 52.415	02/03/2013	<u>(6)</u>	Common stock	23,432

(7)

Reporting Owners

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

Signatures

James F. Wright By: /s/ Kurt D. Barton, as Attorney-in-Fact 02/10/2010

 **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) Represents vesting of restricted stock units granted to reporting person which are convertible to shares of common stock.
- (2) Represents the market price at the date of issuance.

The reporting person received a grant of 17,000 restricted stock units on February 7, 2007 pursuant to the Tractor Supply Company 2006 Stock Incentive Plan. 6,197 shares were withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units on February 8, 2010.

- (4) Fractional shares are rounded to the closest whole number.

In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. At the time of grant, (5) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on February 7, 2007 and the conversion to shares of common stock which are reflected on Table I.

- (6) The restricted stock units vest at the end of the third anniversary of the date of grant.

- (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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