

Crudele Anthony F  
Form 4  
February 10, 2010

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(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)  
02/08/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ 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)  
\_\_\_\_X\_\_\_\_ 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)
Common stock	02/08/2010		M	(A) or (D) 5,500 (1) A	\$ 50.6 (2) 6,500	D	
Common stock	02/08/2010		F	1,455 (3) D	\$ 50.6 (2) 5,045	D	
Common stock					2,460	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)

**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	\$ 48.205					09/26/2007 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2008 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2009 09/26/2015	Common stock 3,750
Employee stock option	\$ 48.205					09/26/2010 09/26/2015	Common stock 3,750
Employee stock option	\$ 61.27					02/09/2007 02/09/2016	Common stock 6,667 (4)
Employee stock option	\$ 61.27					02/09/2008 02/09/2016	Common stock 6,667 (4)
Employee stock option	\$ 61.27					02/09/2009 02/09/2016	Common stock 6,667 (4)
Employee stock option	\$ 46.165					02/07/2008 02/07/2017	Common stock 6,333 (4)
Employee stock option	\$ 46.165					02/07/2009 02/07/2017	Common stock 6,333 (4)

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Employee stock option	\$ 46.165				02/07/2010	02/07/2017	Common stock	6,334 (4)
Restricted stock units (5)	\$ 50.6 (2)	02/08/2010	M	5,500	02/07/2010	(6)	Common stock	5,500
Employee stock option	\$ 38.45				02/06/2009	02/06/2018	Common stock	8,508 (4)
Employee stock option	\$ 38.45				02/06/2010	02/06/2018	Common stock	8,509 (4)
Employee stock option	\$ 38.45				02/06/2011	02/06/2018	Common stock	8,509 (4)
Restricted stock units (7)	\$ 38.45				02/06/2011	(6)	Common stock	6,472
Employee stock option	\$ 34.355				02/04/2010	02/04/2019	Common stock	9,820
Employee stock option	\$ 34.355				02/04/2011	02/04/2019	Common stock	9,820
Employee stock option	\$ 34.355				02/04/2012	02/04/2019	Common stock	9,820
Restricted stock units (7)	\$ 34.355				02/04/2012(6)	(6)	Common stock	12,97
Employee stock options	\$ 52.415				02/03/2011	02/03/2020	Common stock	7,404
Employee stock options	\$ 52.415				02/03/2012	02/03/2020	Common stock	7,404
Employee stock options	\$ 52.415				02/03/2013	02/03/2020	Common stock	7,403
Restricted stock units (7)	\$ 52.415				02/03/2013	(6)	Common stock	6,203

## 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

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 5,500 restricted stock units on February 7, 2007 pursuant to the Tractor Supply Company 2006 Stock Incentive Plan. 1,455 shares were withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units on February 8, 2010.
- (3) Fractional shares are rounded to the nearest 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, 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.
- (4) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (5) 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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