RUTA STANLEY L Form 4

March 30, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** RUTA STANLEY L | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------------------------------------------------|----------|----------|----------------------------------------------------|---------------------------------------------------------|--|--|--|
| | | | TRACTOR SUPPLY CO /DE/ [TSCO] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% Owner Nother (give title Other (specify | | | |
| 200 POWELL PLACE | | | 03/29/2011 | below) below) EVP-Chief Operating Officer | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| BRENTWOOD, TN 37027 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | Securit | ies Acq | quired, Disposed | of, or Beneficia | lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common stock | 03/29/2011 | | S(3) | 20,000 | D | \$ 58 | 20,464 | D | |
| Common stock | | | | | | | 10,991 (1) | I | Stock Purchase Plan |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. I Der Sec

| 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. Transactic Code (Instr. 8) | 5. orNumber 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 | \$ 17.1175 (1) | | | | | 02/04/2012 | 02/04/2019 | Common stock | 19,640 (1) |
| Restricted stock units | \$ 17.1175 (1) | | | | | 02/04/2012 | (2) | Common stock | 25,946 (1) |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2011 | 02/03/2020 | Common stock | 14,808 (1) |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2012 | 02/03/2020 | Common stock | 14,808 (1) |
| Employee stock option | \$ 26.2075 | | | | | 02/03/2013 | 02/03/2020 | Common stock | 14,806 (1) |
| Restricted stock units | \$ 26.2075 (1) | | | | | 02/03/2013 | (2) | Common stock | 12,406 (1) |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027

EVP-Chief Operating Officer

Signatures

Stanley L. Ruta by: /s/ Kurt D. Barton, as

Attorney-in-fact 03/30/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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) Exercise price and shares have been adjusted to reflect the 2-for-1 stock split that occurred on September 2, 2010.
- (2) The restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person at that time.
- (3) Transaction was executed pursuant to a 10b5-1 plan put in place by Mr. Ruta.

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.