### Edgar Filing: WRIGHT JAMES F - Form 4

WRIGHT J Form 4	AMES F										
October 28	, 2011										
FORM		OT ATES	SECU	DITIES	AND EX	CIL	ANCEC	OMMISSION	т	APPROVAL	
		SIAIES						UNINISSIU	OMB Number:	3235-0287	
Check t if no lot subject Section Form 4	nger to <b>STATE</b> 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 d average ours per e 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 WRIGHT	Address of Reporting JAMES F	g Person <u>*</u>	Symbol				-	5. Relationship o Issuer	f Reporting F	Person(s) to	
			TRACTOR SUPPLY CO /DE/ [TSCO]					(Check all applicable)			
(N				3. Date of Earliest Transaction Month/Day/Year) 10/27/2011				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman-CEO			
(Street) 4				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
BRENTW	OOD, TN 37027			onth/Day/Ye				Applicable Line) _X_ Form filed by Form filed by	One Reporting	Person	
(City)	(State)	(Zip)	Tal	hla T. Nau	Danimatin			Person	f an Danaffa	alle Ormed	
1.Title of		-					-	uired, Disposed o		7. Nature of Indirect	
Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)		ed of (	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common stock	10/27/2011			M <u>(2)</u>	11,390	$\frac{A}{(2)}$	\$ 21.325	305,306	D		
Common stock	10/27/2011			S <u>(2)</u>	11,390	D (2)	\$ 74	293,916	D		
Common stock								2,651	Ι	2010 Grandchildren's Trust	
Common stock								15,644	I	Trust	
Common stock								8,856	I	Stock purchase plan	

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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)

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. Transactio Code (Instr. 8)	onDeri Secu Acqu or D (D)	rities uired (A) isposed of r. 3, 4,	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	\$ 21.325	10/27/2011		M <u>(2)</u>		11,390 (2)	01/22/2007	01/22/2014	Common stock	11,39
Employee stock option	\$ 16.34						10/01/2007	10/01/2014	Common stock	75,00
Employee stock option	\$ 18.1975						02/02/2007	02/02/2015	Common stock	30,00
Employee stock option	\$ 18.1975						02/02/2008	02/02/2015	Common stock	24,50:
Employee stock option	\$ 18.1975						02/02/2009	02/02/2015	Common stock	24,50:
Employee stock option	\$ 18.1975						02/02/2010	02/02/2015	Common stock	24,50:
Employee stock option	\$ 30.635						02/09/2007	02/09/2016	Common stock	53,33
Employee stock option	\$ 30.635						02/09/2008	02/09/2016	Common stock	53,334
Employee stock option	\$ 30.635						02/09/2009	02/09/2016	Common stock	53,334

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Employee stock option	\$ 23.0825	02/07/2008	02/07/2017	Common stock	39,66
Employee stock option	\$ 23.0825	02/07/2009	02/07/2017	Common stock	39,66
Employee stock option	\$ 23.0825	02/07/2010	02/07/2017	Common stock	39,66
Employee stock option	\$ 19.225	02/06/2009	02/06/2018	Common stock	53,552
Employee stock option	\$ 19.225	02/06/2010	02/06/2018	Common stock	53,554
Employee stock option	\$ 19.225	02/06/2011	02/06/2018	Common stock	48,35
Restricted stock units	\$ 19.225	02/06/2011	<u>(1)</u>	Common stock	40,73 (1)
Employee stock option	\$ 17.1775	02/04/2010	02/04/2019	Common stock	82,924
Employee stock option	\$ 17.1775	02/04/2011	02/04/2019	Common stock	82,924
Employee stock option	\$ 17.1775	02/04/2012	02/04/2019	Common stock	82,924
Restricted stock units	\$ 17.1775	02/04/2012	<u>(1)</u>	Common stock	109,55 (1)
Employee stock option	\$ 26.2075	02/03/2011	02/03/2020	Common stock	55,94
Employee stock option	\$ 26.2075	02/03/2012	02/03/2020	Common stock	55,94
Employee stock option	\$ 26.2075	02/03/2013	02/03/2020	Common stock	55,93
Restricted stock units	\$ 26.2075	02/03/2013	(1)	Common stock	46,86 (1)
	\$ 51.695	02/02/2012	02/02/2021		35,21

Employee stock option				Common stock	
Employee stock option	\$ 51.695	02/02/2013	02/02/2021	Common stock	35,21
Employee stock option	\$ 51.695	02/02/2014	02/02/2021	Common stock	35,21

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WRIGHT JAMES F 200 POWELL PLACE BRENTWOOD, TN 37027	Х		Chairman-CEO				
Signatures							
James F. Wright by: /s/ Kurt D	10/28/2011						

Attorney-in-fact

\*\*Signature of Reporting Person

### **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) The restricted stock units vest at the end of the third anniversary of the date of grant and will be delivered to reporting person on that date unless a deferral is elected.

Date

(2) Shares were exercised and sold pursuant to a 10b5-1 plan initiated by Mr. Wright on 8/15/2011.

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.