

Crudele Anthony F
Form 4
October 31, 2011

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 *
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)
10/27/2011

____ Director _____ 10% Owner
 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)
 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)
				(A) or (D) Code V Amount Price			
Common stock	10/27/2011		M(2)	6,824 A (2) \$ 30.635	38,878	D	
Common stock	10/27/2011		S(2)	6,824 D (2) \$ 74.5	32,054	D	
Common stock					6,045	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)

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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. 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	\$ 24.1025					09/26/2007	09/26/2015	Common stock	148
Employee stock option	\$ 24.1025					09/26/2008	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025					09/26/2009	09/26/2015	Common stock	4,148
Employee stock option	\$ 24.1025					09/26/2010	09/26/2015	Common stock	4,556
Employee stock option	\$ 30.635	10/27/2011		<u>M</u> ⁽²⁾	<u>6,666</u> ⁽²⁾	02/09/2008	02/09/2016	Common stock	6,666
Employee stock option	\$ 30.635	10/27/2011		<u>M</u> ⁽²⁾	<u>158</u> ⁽²⁾	02/09/2009	02/09/2016	Common stock	13,334
Employee stock option	\$ 23.0825					02/07/2009	02/07/2017	Common stock	334
Employee stock option	\$ 23.0825					02/07/2010	02/07/2017	Common stock	12,668
Employee stock option	\$ 19.225					02/06/2011	02/06/2018	Common stock	11,817
Employee stock	\$ 17.1175					02/04/2011	02/04/2019	Common stock	19,640

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Restricted stock units vest at the end of the third anniversary of the date of grant and will be distributed to the reporting person on that date unless a deferral is elected.

(2) Transaction represents an exercise and sale of options pursuant to a 10b5-1 plan executed by Mr. Crudele.

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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