

VELLA KIMBERLY D
Form 4
March 08, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VELLA KIMBERLY D

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)
03/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief People 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	12/18/2012		G	14,650 (1) D \$ 0	11,105	D	
Common stock	12/18/2012		G	14,650 (1) A \$ 0	14,650	I	Gallie Family Partners, LP
Common stock	03/06/2013		S(2)	4,300 (2) D \$ 104.76	10,350	I	Gallie Family Partners, LP
					1,265	I	

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Common
stock

Stock
purchase
plan

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)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 26.2075					02/03/2011 02/03/2020	Common stock	8,226	
Employee stock option	\$ 26.2075					02/03/2012 02/03/2020	Common stock	8,227	
Employee stock option	\$ 26.2075					02/03/2013 02/03/2020	Common stock	8,227	
Employee stock option	\$ 51.695					02/02/2012 02/02/2021	Common stock	5,180	
Employee stock option	\$ 51.695					02/02/2013 02/02/2021	Common stock	5,179	
Employee stock option	\$ 51.695					02/02/2014 02/02/2021	Common stock	5,179	
Employee stock	\$ 85.08					02/08/2013 02/08/2022	Common stock	4,528	

option					
Employee stock option	\$ 85.08	02/08/2014	02/08/2022	Common stock	4,527
Employee stock option	\$ 85.08	02/08/2015	02/08/2022	Common stock	4,527
Employee stock option	\$ 102.99	02/07/2014	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2015	02/07/2023	Common stock	3,989
Employee stock option	\$ 102.99	02/07/2016	02/07/2023	Common stock	3,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP-Chief People Officer	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact 03/08/2013

**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) On December 18, 2012, the reporting person transferred 14,650 shares to a family trust.
- (2) This transaction was made pursuant to a 10b5-1 plan established by Ms. Vella on 2/17/2013.

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.