

TRACTOR SUPPLY CO /DE/
Form 4
October 29, 2014

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 *
Barbarick Steve K

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP Merchandising

C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY

(Street)

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

BRENTWOOD, TN 37027

(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) | | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common stock | 10/27/2014 | | M | | 7,000 A | \$ 9.6125 26,563 | D | |
| Common stock | 10/27/2014 | | S | | 7,000 D | \$ 71.6729 19,563 | D | |
| Common stock | 10/27/2014 | | M | | 3,000 A | \$ 11.5413 22,563 | D | |
| Common stock | 10/27/2014 | | S | | 3,000 D | \$ 71.6887 19,563 | D | |
| Common stock | | | | | | 1,747 | I | Stock Purchase |

| | | | | |
|--------------|--|-------|---|-------------------------------------------|
| Common stock | | 4,772 | I | Plan Stock Purchase Plan By Wife |
|--------------|--|-------|---|-------------------------------------------|

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 (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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee stock option | \$ 9.6125 | 10/27/2014 | | M | 7,000 | <u>(1)</u> 02/06/2018 | Employee stock option | 10,022 |
| Employee stock option | \$ 11.5413 | 10/27/2014 | | M | 3,000 | <u>(2)</u> 02/07/2017 | Employee stock option | 5,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barbarick Steve K C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027 | | | Executive VP Merchandising | |

Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as Attorney-in-fact

10/29/2014

**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) Granted pursuant to the 2006 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows:
33 1/3% on February 6, 2009, 33 1/3% on February 6, 2010 and 33 1/3% on February 6, 2011.
- (2) Granted pursuant to the 2006 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows:
33 1/3% on February 7, 2008, 33 1/3% on February 7, 2009 and 33 1/3% on February 7, 2010.

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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