

TRACTOR SUPPLY CO /DE/  
Form 4  
November 15, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stanton Alexander L

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)  
11/13/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP Supply Chain

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	11/13/2013		M		11,934	A	\$ 16.6038	53,070	D
Common stock	11/13/2013		S		11,934	D	\$ 73.1631	41,136	D
Common stock								300	I
									Stock Purchase Plan

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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	\$ 16.6038					03/30/2008	03/30/2016	Employee stock option	4,044
Employee stock option	\$ 16.6038					03/30/2009	03/30/2016	Employee stock option	6,022
Employee stock option	\$ 16.6038	11/13/2013		M	4,622	03/30/2008	03/30/2016	Employee stock option	4,622
Employee stock option	\$ 16.6038	11/13/2013		M	7,312	03/30/2009	03/30/2016	Employee stock option	7,312
Employee stock option	\$ 8.5588					02/04/2012	02/04/2019	Employee stock option	11,682
Employee stock option	\$ 13.1038					02/03/2011	02/03/2020	Employee stock option	11,516
Employee stock option	\$ 13.1038					02/03/2012	02/03/2020	Employee stock option	11,518
Employee stock option	\$ 13.1038					02/03/2013	02/03/2020	Employee stock option	11,518
Employee stock option	\$ 25.8475					02/02/2012	02/02/2021	Employee stock option	7,252
Employee stock	\$ 25.8475					02/02/2013	02/02/2021	Employee stock	7,250

option				option	
Employee				Employee	
stock	\$ 25.8475	02/02/2014	02/02/2021	stock	7,250
option				option	
Employee				Employee	
stock	\$ 42.54	02/08/2013	02/08/2022	stock	6,338
option				option	
Employee				Employee	
stock	\$ 42.54	02/08/2014	02/08/2022	stock	6,338
option				option	
Employee				Employee	
stock	\$ 42.54	02/08/2015	02/08/2022	stock	6,338
option				option	
Employee				Employee	
stock	\$ 51.495	02/07/2014	02/07/2023	stock	7,978
option				option	
Employee				Employee	
stock	\$ 51.495	02/07/2015	02/07/2023	stock	7,978
option				option	
Employee				Employee	
stock	\$ 51.495	02/07/2016	02/07/2023	stock	7,976
option				option	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027			Senior VP Supply Chain	

## Signatures

Alexander L. Stanton by: /s/ Kurt D. Barton, as  
Attorney-in-fact 11/15/2013

\_\_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).

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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