

TRACTOR SUPPLY CO /DE/
Form 4
December 26, 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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(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)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP Merchandising

BRENTWOOD, TN 37027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common stock	02/20/2013		G ⁽¹⁾	V 13,200	A ⁽¹⁾ \$ 0 29,678	D	
Common stock	12/23/2013		M ⁽²⁾	5,000	A ⁽²⁾ \$ 25.8475 34,678	D	
Common stock	12/23/2013		S ⁽²⁾	5,000	D ⁽²⁾ \$ 77 29,678	D	
Common stock					1,369	I	Stock Purchase Plan
Common stock					4,772	I	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 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	\$ 11.5413							02/07/2010	02/07/2017	Employee stock option	5,334
Employee stock option	\$ 9.6125							02/06/2010	02/06/2018	Employee stock option	688
Employee stock option	\$ 9.6125							02/06/2011	02/06/2018	Employee stock option	9,334
Employee stock option	\$ 8.5588							02/04/2011	02/04/2019	Employee stock option	1,202
Employee stock option	\$ 8.5588							02/04/2012	02/04/2019	Employee stock option	5,334
Employee stock option	\$ 25.8475	12/23/2013		M		5,000		02/02/2012	02/02/2021	Employee stock option	7,252
Employee stock option	\$ 25.8475							02/02/2013	02/02/2021	Employee stock option	7,250
Employee stock	\$ 25.8475							02/02/2014	02/02/2021	Employee 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	14,360
option				option	
Employee				Employee	
stock	\$ 51.495	02/07/2015	02/07/2023	stock	14,358
option				option	
Employee				Employee	
stock	\$ 51.495	02/07/2016	02/07/2023	stock	14,358
option				option	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K 200 POWELL PLACE BRENTWOOD, TN 37027			Executive VP Merchandising	

Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as
Attorney-in-fact 12/26/2013

__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) Shares acquired by gift were previously reported as being indirectly held by the reporting person's spouse.

(2) This transaction was made pursuant to a 10b5-1 plan established by Mr. Barbarick on 11/15/2013.

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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