#### TRACTOR SUPPLY CO /DE/

Form 4 May 10, 2010

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

FROST RICHARD W

TRACTOR SUPPLY CO /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[TSCO]

Symbol

(Last)

(City)

3. Date of Earliest Transaction

X\_ Director Officer (give title below)

10% Owner Other (specify

C/O TRACTOR SUPPLY

(First)

(Street)

(State)

COMPANY, 200 POWELL PLACE

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/07/2010

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BRENTWOOD, TN 37027

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) \$ Common 05/07/2010  $M^{(1)}$ 1,288 62.415 D A 2,175 stock (2)

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

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

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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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of Sh
Non-qualified stock options	\$ 51.04					05/02/2008	05/02/2018	Common stock	3
Deferred stock units (3)	\$ 51.04					05/02/2008	<u>(4)</u>	Common stock	
Non-qualified stock options	\$ 36.4					05/01/2009	05/01/2018	Common stock	2
Deferred stock units (3)	\$ 36.4					05/01/2009(4)	<u>(4)</u>	Common stock	
Deferred stock units (3)	\$ 62.415 (2)	05/07/2010		M(5)	1,288	05/07/2010(4)	<u>(4)</u>	Common stock	1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FROST RICHARD W						
C/O TRACTOR SUPPLY COMPANY	X					
200 POWELL PLACE	Λ					
BRENTWOOD, TN 37027						

# **Signatures**

Richard W. Frost by: /s/ Kurt D. Barton, as Attorney-in-Fact 05/10/2010

\*\*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) Transaction represents vesting of restricted stock units previously reported on Table II and conversion to common shares.
- (2) Represents the market price at the date of issuance.
- (3) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

Reporting Owners 2

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In accordance with the grant agreement, the restricted stock units vest on the first anniversary date of the grant. At the time of the grant, (5) the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on May 7, 2009 and the conversion to shares of common stock which are reflected on Table I.

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.