

VELLA KIMBERLY D
Form 4
June 15, 2009

FORM 4

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

OMB APPROVAL

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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)
06/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Human Resources

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	06/10/2009		M ⁽¹⁾	1,109 A \$ 3,3574	2,039	D	
Common stock	06/10/2009		S ⁽¹⁾	1,109 D \$ 42	930	D	
Common stock					2,248	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 required to respond unless the form

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee stock options	\$ 3.3574	06/10/2009		M ⁽¹⁾	1,109	01/25/2005 01/25/2011	Common stock	1,109
Employee stock options	\$ 3.3574					01/25/2006 01/25/2011	Common stock	5,867 ⁽²⁾
Employee stock options	\$ 8.9075					01/24/2005 01/24/2012	Common stock	3,334
Employee stock options	\$ 19.64					01/23/2005 01/23/2013	Common stock	3,335 ⁽²⁾
Employee stock options	\$ 19.64					01/23/2006 01/23/2013	Common stock	305
Employee stock options	\$ 42.65					01/22/2005 01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2006 01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2007 01/22/2014	Common stock	2,500
Employee stock options	\$ 36.395					02/02/2007 02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2008 02/02/2015		1,875

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Employee stock options				Common stock	
Employee stock options	\$ 36.395	02/02/2009	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395	02/02/2010	02/02/2015	Common stock	1,875
Employee stock options	\$ 61.27	02/09/2007	02/09/2016	Common stock	3,332 ⁽²⁾
Employee stock options	\$ 61.27	02/09/2008	02/09/2016	Common stock	3,332 ⁽²⁾
Employee stock options	\$ 61.27	02/09/2009	02/09/2016	Common stock	3,334 ⁽²⁾
Employee stock options	\$ 46.165	02/07/2008	02/07/2017	Common stock	5,000
Employee stock options	\$ 46.165	02/07/2009	02/07/2017	Common stock	5,000
Employee stock options	\$ 46.165	02/07/2010	02/07/2017	Common stock	5,000
Restricted stock units ⁽³⁾	\$ 46.165	02/07/2010	⁽⁴⁾	Common stock	4,500
Employee stock options	\$ 38.45	02/06/2009	02/06/2018	Common stock	6,882
Employee stock options	\$ 38.45	02/06/2010	02/06/2018	Common stock	6,882
Employee stock options	\$ 38.45	02/06/2011	02/06/2018	Common stock	6,882
Restricted stock units ⁽³⁾	\$ 38.45	02/06/2011	⁽⁴⁾	Common stock	5,235
Employee stock	\$ 34.355	02/04/2010	02/04/2019	Common stock	5,455 ⁽²⁾

options					
Employee stock options	\$ 34.355	02/04/2011	02/04/2019	Common stock	5,450 (2)
Employee stock options	\$ 34.355	02/04/2012	02/04/2019	Common stock	5,450 (2)
Restricted stock units (3)	\$ 34.355	02/04/2012(4)	(4)	Common stock	7,200

Reporting Owners

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

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact 06/15/2009

**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 was executed in connection with a trading plan established by Ms. Vella on May 26, 2009 under Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Fractional shares are rounded to the nearest whole number
- (3) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (4) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

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.