WRIGHT JAMES F

Form 4

March 17, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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3235-0287

January 31,

2005

0.5

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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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WRIGHT JAMES F Issuer Symbol TRACTOR SUPPLY CO /DE/ (Check all applicable) [TSCO] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 200 POWELL PLACE 03/16/2010 Chairman / CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BRENTWOOD, TN 37027 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of	` ′	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	03/16/2010		M(1)	50,216	A	\$ 3.3574	181,513	D	
Common stock	03/16/2010		S <u>(1)</u>	50,216	D	\$ 60	131,297	D	
Common stock							3,713	I	Stock Purchase Plan
Common stock							4,489	I	Trust

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	onDeri Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option	\$ 3.3574	03/16/2010		M(1)		50,216	01/25/2006	01/25/2011	Common stock	50,21
Employee stock option	\$ 8.9075						01/24/2005	01/24/2012	Common stock	105,00
Employee stock option	\$ 19.64						01/23/2006	01/23/2013	Common stock	80,00
Employee stock option	\$ 42.65						01/22/2007	01/22/2014	Common stock	45,00
Employee stock option	\$ 32.68						10/01/2007	10/01/2014	Common stock	37,50
Employee stock option	\$ 36.395						02/02/2007	02/02/2015	Common stock	15,00
Employee stock option	\$ 36.395						02/02/2008	02/02/2015	Common stock	15,00
Employee stock option	\$ 36.395						02/02/2009	02/02/2015	Common stock	15,00
Employee stock option	\$ 36.395						02/02/2010	02/02/2015	Common stock	15,00
	\$ 61.27						02/09/2007	02/09/2016		

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Employee stock option				Common stock	26,660 (2)
Employee stock option	\$ 61.27	02/09/2008	02/09/2016	Common stock	26,66° (2)
Employee stock option	\$ 61.27	02/09/2009	02/09/2016	Common stock	26,66′ (2)
Employee stock option	\$ 46.165	02/07/2008	02/07/2017	Common stock	19,833 (2)
Employee stock option	\$ 46.165	02/07/2009	02/07/2017	Common stock	19,833 (2)
Employee stock option	\$ 46.165	02/07/2010	02/07/2017	Common stock	19,834 (2)
Employee stock option	\$ 38.45	02/06/2009	02/06/2018	Common stock	26,770 (2)
Employee stock option	\$ 38.45	02/06/2010	02/06/2018	Common stock	26,77′ (2)
Employee stock option	\$ 38.45	02/06/2011	02/06/2018	Common stock	26,77′ (2)
Restricted stock units (3)	\$ 38.45	02/06/2011	<u>(4)</u>	Common stock	20,36
Employee stock option	\$ 34.355	02/04/2010	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355	02/04/2011	02/04/2019	Common stock	41,462
Employee stock option	\$ 34.355	02/04/2012	02/04/2019	Common stock	41,462
Restricted stock units (3)	\$ 34.355	02/04/2012	<u>(4)</u>	Common stock	54,77
Employee stock	\$ 52.415	02/03/2011	02/03/2020	Common stock	27,970

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Employee stock option	\$ 52.415	02/03/2012	02/03/2020	Common stock	27,970
Employee stock option	\$ 52.415	02/03/2013	02/03/2020	Common stock	27,969
Restricted stock units (3)	\$ 52.415	02/03/2013	<u>(4)</u>	Common stock	23,432

Reporting Owners

Reporting Owner Name / Address	Relationships							
.t	Director	10% Owner	Officer	Other				
WRIGHT JAMES F								
200 POWELL PLACE	X		Chairman / CEO					
BRENTWOOD, TN 37027								

Signatures

James F. Wright By: /s/ Kurt D. Barton, as
Attorney-in-Fact
03/17/2010

**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 was executed in connection with a trading plan established by Mr. Wright on November 20, 2008 under Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Fractional shares are rounded to the closest 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.

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