

WRIGHT JAMES F
 Form 4
 September 10, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT JAMES F

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)
09/08/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman / CEO

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 or Price		
Common Stock	09/08/2010		G ⁽¹⁾		16,866 D \$ 0	245,728 ⁽²⁾	D
Common Stock	09/08/2010		G ⁽¹⁾		16,866 A \$ 0	25,844 ⁽³⁾	I Trust
Common Stock	09/08/2010		S ⁽⁴⁾		10,200 D \$ 37	15,644	I Trust
Common stock	09/08/2010		M ⁽⁵⁾		70,000 A \$ 4.4538	315,728	D
Common stock	09/08/2010		S ⁽⁵⁾		70,000 D \$ 37	245,728	D

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Common stock 8,356 ⁽⁶⁾ I Stock Purchase Plan

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

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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 Number Shares
Employee stock option	\$ 4.4538 ⁽⁷⁾	09/08/2010		M ⁽⁵⁾	70,000	01/24/2005	01/24/2012	Common stock	70,000 ⁽⁷⁾
Employee stock option	\$ 9.82 ⁽⁸⁾					01/23/2006	01/23/2013	Common stock	160,000 ⁽⁸⁾
Employee stock option	\$ 21.325 ⁽⁹⁾					01/22/2007	01/22/2014	Common stock	90,000 ⁽⁹⁾
Employee stock option	\$ 16.34 ⁽¹⁰⁾					10/01/2007	10/01/2014	Common stock	75,000 ⁽¹⁰⁾
Employee stock option	\$ 18.1975 ⁽¹¹⁾					02/02/2007	02/02/2015	Common stock	30,000 ⁽¹¹⁾
Employee stock option	\$ 18.1975 ⁽¹¹⁾					02/02/2008	02/02/2015	Common stock	30,000 ⁽¹¹⁾
Employee stock option	\$ 18.1975 ⁽¹¹⁾					02/02/2009	02/02/2015	Common stock	30,000 ⁽¹¹⁾
Employee stock option	\$ 18.1975 ⁽¹¹⁾					02/02/2010	02/02/2015	Common stock	30,000 ⁽¹¹⁾

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Employee stock option	\$ 30.635 <u>(12)</u>	02/09/2007	02/09/2016	Common stock	53,333 <u>(12)</u> <u>(13)</u>
Employee stock option	\$ 30.635 <u>(14)</u>	02/09/2008	02/09/2016	Common stock	53,333 <u>(13)</u> <u>(14)</u>
Employee stock option	\$ 30.635 <u>(14)</u>	02/09/2009	02/09/2016	Common stock	53,333 <u>(13)</u> <u>(14)</u>
Employee stock option	\$ 23.0825 <u>(15)</u>	02/07/2008	02/07/2017	Common stock	39,666 <u>(13)</u> <u>(15)</u>
Employee stock option	\$ 23.0825 <u>(15)</u>	02/07/2009	02/07/2017	Common stock	39,666 <u>(13)</u> <u>(15)</u>
Employee stock option	\$ 23.0825 <u>(16)</u>	02/07/2010	02/07/2017	Common stock	39,666 <u>(13)</u> <u>(16)</u>
Employee stock option	\$ 19.225 <u>(17)</u>	02/06/2009	02/06/2018	Common stock	53,555 <u>(13)</u> <u>(17)</u>
Employee stock option	\$ 19.225 <u>(18)</u>	02/06/2010	02/06/2018	Common stock	53,555 <u>(13)</u> <u>(18)</u>
Employee stock option	\$ 19.225 <u>(18)</u>	02/06/2011	02/06/2018	Common stock	53,555 <u>(13)</u> <u>(18)</u>
Restricted stock units <u>(19)</u>	\$ 19.225 <u>(20)</u>	02/06/2011	<u>(21)</u>	Common stock	40,733 <u>(20)</u>
Employee stock option	\$ 17.1775 <u>(22)</u>	02/04/2010	02/04/2019	Common stock	82,922 <u>(22)</u>
Employee stock option	\$ 17.1775 <u>(22)</u>	02/04/2011	02/04/2019	Common stock	82,922 <u>(22)</u>
Employee stock option	\$ 17.1775 <u>(22)</u>	02/04/2012	02/04/2019	Common stock	82,922 <u>(22)</u>
Restricted stock units <u>(19)</u>	\$ 17.1775 <u>(23)</u>	02/04/2012	<u>(21)</u>	Common stock	109,555 <u>(23)</u>
Employee stock	\$ 26.2075 <u>(24)</u>	02/03/2011	02/03/2020	Common stock	55,944 <u>(24)</u>

option

Employee stock option	\$ 26.2075 <u>(24)</u>	02/03/2012	02/03/2020	Common stock	55,940 <u>(24)</u>
Employee stock option	\$ 26.2075 <u>(25)</u>	02/03/2013	02/03/2020	Common stock	55,930 <u>(25)</u>
Restricted stock units <u>(19)</u>	\$ 26.2075 <u>(26)</u>	02/03/2013	<u>(21)</u>	Common stock	46,860 <u>(26)</u>

Reporting Owners

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

Signatures

James F. Wright By: /s/ Kurt D. Barton, as Attorney-in-Fact 09/10/2010

**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 a transfer of shares held under direct ownership to the Wright Grandchildren's Trust Account.
- (2) On September 2, 2010, the common stock of Tractor Supply Company split 2-for-1, resulting in the reporting person's ownership of 131,297 additional shares of common stock.
- (3) On September 2, 2010, the common stock of Tractor Supply Company split 2-for-1, resulting in the trust's ownership of 4,489 additional shares of common stock.
- (4) Transaction represents the sale of 10,200 shares (adjusted for the 2-for-1 stock split paid by the Company on September 2, 2010) held under the Wright Grandchildren's Trust account pursuant to a 10b5-1 plan executed by Mr. Wright.
- (5) Transaction represents exercise of 70,000 options (adjusted for 2-for-1 split paid by the Company on September 2, 2010) pursuant to a 10b5-1 plan executed by Mr. Wright.
- (6) On September 2, 2010, the common stock of Tractor Supply Company split 2-for-1, resulting in the reporting person's ownership of 4,178 additional shares of common stock.
- (7) This option was previously reported as covering 105,000 shares at an exercise price of \$8.9075 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (8) This option was previously reported as covering 80,000 shares at an exercise price of \$19.64 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (9) This option was previously reported as covering 45,000 shares at an exercise price of \$42.65 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (10) This option was previously reported as covering 37,500 shares at an exercise price of \$32.68 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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- (11) This option was previously reported as covering 15,000 shares at an exercise price of \$36.395 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (12) This option was previously reported as covering 26,666 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (13) Fractional shares are rounded to the closest whole number.
- (14) This option was previously reported as covering 26,667 shares at an exercise price of \$61.27 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (15) This option was previously reported as covering 19,833 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (16) This option was previously reported as covering 19,834 shares at an exercise price of \$46.165 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (17) This option was previously reported as covering 26,776 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (18) This option was previously reported as covering 26,777 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (19) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (20) These restricted stock units were previously reported as covering 20,368 shares at an exercise price of \$38.45 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (21) The restricted stock units vest at the end of the third anniversary of the date of grant.
- (22) This option was previously reported as covering 41,462 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (23) These restricted stock units were previously reported as covering 54,775 shares at an exercise price of \$34.355 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (24) This option was previously reported as covering 27,970 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (25) This option was previously reported as covering 27,969 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.
- (26) These restricted stock units were previously reported as covering 23,432 shares at an exercise price of \$52.415 per share, but was adjusted to reflect the stock split that occurred on September 2, 2010.

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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