TRACTOR SUPPLY CO /DE/

Form 4

February 06, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

TRACTOR SUPPLY CO /DE/

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 *

Crudele Anthony F

(Last)

(First)

(Middle)

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

02/04/2015

COMPANY, 5401 VIRGINIA WAY (Street)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify

below) **EVP Chief Financial Officer**

Symbol

[TSCO]

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

BRENTWOOD, TN 37027

C/O TRACTOR SUPPLY

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly 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. Securi onAcquired Disposed (Instr. 3, | l (A) o l of (D |)) | 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 | 02/04/2015 | | A(1) | 3,248 | A (1) | \$0 | 55,508 (2) | D | |
| Common stock | | | | | | | 56,128 | I | Trust 1 |
| Common stock | | | | | | | 56,128 | I | Trust 2 |
| Common stock | | | | | | | 13,705 | I | Stock Purchase Plan |

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

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SEC 1474 (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. Transacti Code (Instr. 8) | | | 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 | \$ 83.11 | 02/04/2015 | | A | 32,407 | | (3) | 02/04/2025 | Common stock | 32,407 |

Reporting Owners

| | Relationships |
|--------------------------------|---------------|
| Reporting Owner Name / Address | • |

Director 10% Owner Officer Other

Crudele Anthony F C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027

EVP Chief Financial Officer

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact

02/06/2015

**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 were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest on the third anniversary of the grant date.
- (2) The amount of securities directly owned by the reporting person has been adjusted downwards to reflect gifts that were previously reported on a Form 5 but inadvertently included in subsequent filings.
- (3) Granted pursuant to the 2009 Stock Incentive Plan. In general, the shares subject to this option will vest and become exercisable as follows: 33 1/3% on February 4, 2016, 33 1/3% on February 4, 2017, and 33 1/3% on February 4, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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