

MORRIS EDNA
Form 4
May 24, 2011

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 *
MORRIS EDNA

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2011

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

C/O TRACTOR SUPPLY COMPANY, 200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common stock | 05/20/2011 | | G | 50 | D | \$ | 17,727 ⁽¹⁾ ₍₃₎ 59.41 |

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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. 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 or Number of Shares |
| Non-qualified stock option | \$ 21.325 ⁽¹⁾ | | | | | 01/22/2007 | 01/22/2014 | Common stock | 7,000 ⁽¹⁾ |
| Non-qualified stock option | \$ 18.1975 ⁽¹⁾ | | | | | 02/02/2008 | 02/02/2015 | Common stock | 2,000 ⁽¹⁾ |
| Non-qualified stock option | \$ 18.1975 ⁽¹⁾ | | | | | 02/02/2009 | 02/02/2015 | Common stock | 1,000 ⁽¹⁾ |
| Non-qualified stock option | \$ 18.1975 ⁽¹⁾ | | | | | 02/02/2010 | 02/02/2015 | Common stock | 1,000 ⁽¹⁾ |
| Non-qualified stock option | \$ 32.2225 ⁽¹⁾ | | | | | 05/04/2007 | 05/04/2016 | Common stock | 4,000 ⁽¹⁾ |
| Deferred stock units | \$ 32.2225 ⁽¹⁾ | | | | | 05/04/2007 | ⁽²⁾ | Common stock | 620 ⁽¹⁾ |
| Non-qualified stock option | \$ 25.6425 ⁽¹⁾ | | | | | 05/02/2008 | 05/02/2018 | Common stock | 4,000 ⁽¹⁾ |
| Deferred stock units | \$ 25.6425 ⁽¹⁾ | | | | | 05/02/2008 | ⁽²⁾ | Common stock | 780 ⁽¹⁾ |
| Non-qualified stock option | \$ 18.2 ⁽¹⁾ | | | | | 05/01/2009 | 05/01/2018 | Common stock | 4,000 ⁽¹⁾ |
| Deferred stock units | \$ 18.2 ⁽¹⁾ | | | | | 05/01/2009 | ⁽²⁾ | Common stock | 1,098 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORRIS EDNA C/O TRACTOR SUPPLY COMPANY 200 POWELL PLACE BRENTWOOD, TN 37027 | X | | | |

Signatures

Edna K. Morris by: /s/ Kurt D. Barton, as
Attorney-in-fact

05/24/2011

__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) Exercise price and share amounts have been adjusted to reflect the 2-for-1 stock split that occurred on September 3, 2010.
- (2) 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.
- (3) Ms. Morris' common stock shares are held in a revocable trust.

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.