

Crudele Anthony F
Form 4
April 16, 2012

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 *
Crudele Anthony 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)
04/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	04/12/2012		M(2)		5,000	A(2)	\$ 23.0825
Common stock	04/12/2012		S(2)		5,000	D(2)	\$ 97.97
Common stock						I	6,226
							Stock Purchase Plan

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 24.1025					09/26/2009	09/26/2015	Common stock	3,444
Employee stock option	\$ 24.1025					09/26/2010	09/26/2015	Common stock	4,148
Employee stock option	\$ 23.0825	04/12/2012		<u>M</u> ⁽²⁾	<u>5,000</u> ⁽²⁾	02/07/2010	02/07/2017	Common stock	10,000
Employee stock option	\$ 19.225					02/06/2011	02/06/2018	Common stock	11,817
Employee stock option	\$ 17.1175					02/04/2011	02/04/2019	Common stock	19,640
Employee stock option	\$ 17.1175					02/04/2012	02/04/2019	Common stock	19,640
Employee stock option	\$ 26.2075					02/03/2011	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075					02/03/2012	02/03/2020	Common stock	14,808
Employee stock option	\$ 26.2075					02/03/2013	02/03/2020	Common stock	14,806
Restricted stock units	\$ 26.2075 <u>(1)</u>					02/03/2013	<u>(1)</u>	Common stock	12,406 <u>(1)</u>

