

Downing Lee J  
Form 3  
October 11, 2012

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Downing Lee J

(Last) (First) (Middle)

200 POWELL PLACE

(Street)

BRENTWOOD,Â TNÂ 37027

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/27/2012

3. Issuer Name **and** Ticker or Trading Symbol  
TRACTOR SUPPLY CO /DE/ [TSCO]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
Senior VP Store Operations

5. If Amendment, Date Original  
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 Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

5,686 <sup>(1)</sup>

D

Â

Common Stock

657

I

Stock Purchase Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	10/27/2012	10/27/2020	Employee Stock Option	2,879	\$ 39.515	D	Â
Employee Stock Option	10/27/2013	10/27/2020	Employee Stock Option	2,879	\$ 39.515	D	Â
Employee Stock Option	02/02/2013	02/02/2021	Employee Stock Option	3,625	\$ 51.695	D	Â
Employee Stock Option	02/02/2014	02/02/2021	Employee Stock Option	3,625	\$ 51.695	D	Â
Employee Stock Option	02/08/2013	02/08/2022	Employee Stock Option	3,169	\$ 85.08	D	Â
Employee Stock Option	02/08/2014	02/08/2022	Employee Stock Option	3,169	\$ 85.08	D	Â
Employee Stock Option	02/08/2015	02/08/2022	Employee Stock Option	3,169	\$ 85.08	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downing Lee J 200 POWELL PLACE BRENTWOOD, TN 37027	Â	Â	Â Senior VP Store Operations	Â

## Signatures

By: /s/ Lee J.  
Downing

10/11/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents restricted stock units granted under the Tractor Supply Company 2009 Stock Incentive Plan. Each restricted stock unit (1) represents a contingent right to receive one share of Tractor Supply Company common stock. The restricted stock units vest on the third anniversary of the date of grant.

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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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