

TRACTOR SUPPLY CO /DE/  
Form 4  
October 29, 2014

# FORM 4

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

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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Barbarick Steve K

(Last) (First) (Middle)

C/O TRACTOR SUPPLY  
COMPANY, 5401 VIRGINIA WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive VP Merchandising

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 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	(A) or (D)	Price		
Common stock	10/27/2014		M		7,000	A	\$ 9.6125	26,563	D
Common stock	10/27/2014		S		7,000	D	\$ 71.6729	19,563	D
Common stock	10/27/2014		M		3,000	A	\$ 11.5413	22,563	D
Common stock	10/27/2014		S		3,000	D	\$ 71.6887	19,563	D
Common stock								1,747	I
									Stock Purchase

Common stock	4,772	I	Plan Stock Purchase Plan By Wife
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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. 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	\$ 9.6125	10/27/2014		M	7,000	<u>(1)</u> 02/06/2018	Employee stock option 10,022
Employee stock option	\$ 11.5413	10/27/2014		M	3,000	<u>(2)</u> 02/07/2017	Employee stock option 5,334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbarick Steve K C/O TRACTOR SUPPLY COMPANY 5401 VIRGINIA WAY BRENTWOOD, TN 37027			Executive VP Merchandising	

## Signatures

Steve K. Barbarick by: /s/ Kurt D. Barton, as  
Attorney-in-fact

10/29/2014

\_\_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) Granted pursuant to the 2006 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows:  
33 1/3% on February 6, 2009, 33 1/3% on February 6, 2010 and 33 1/3% on February 6, 2011.

(2) Granted pursuant to the 2006 Stock Incentive Plan. In general, the shares subject to this option vested and became exercisable as follows:  
33 1/3% on February 7, 2008, 33 1/3% on February 7, 2009 and 33 1/3% on February 7, 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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