

MORRIS EDNA  
Form 4  
August 02, 2010

**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)  
200 POWELL PLACE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2010

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

BRENTWOOD, TN 37027  
(City) (State) (Zip)

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

**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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common stock	07/30/2010		P <sup>(1)</sup>	A	700	\$	69.689	8,234	D

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

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**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	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 42.65					01/22/2007	01/22/2014	Common stock	3,500
Non-qualified stock option	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,000
Non-qualified stock option	\$ 36.395					02/02/2009	02/02/2015	Common stock	500
Non-qualified stock option	\$ 36.395					02/02/2010	02/02/2015	Common stock	500
Non-qualified stock option	\$ 64.445					05/04/2007	05/04/2016	Common stock	2,000
Deferred stock units <sup>(2)</sup>	\$ 64.445					05/04/2007 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	310
Non-qualified stock option	\$ 51.285					05/02/2008	05/02/2018	Common stock	2,000
Deferred stock units <sup>(2)</sup>	\$ 51.285					05/02/2008 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	390
Non-qualified stock option	\$ 36.4					05/01/2009	05/01/2018	Common stock	2,000
Deferred stock units	\$ 36.4					05/01/2009 <sup>(3)</sup>	<sup>(3)</sup>	Common stock	549

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS EDNA 200 POWELL PLACE BRENTWOOD, TN 37027	X			

## Signatures

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

08/02/2010

\_\_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) Represents open market purchase of 700 shares of Tractor Supply Company stock at a market price of \$69.689.
  - (2) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
  - (3) The deferred stock units vest on the first anniversary of the date of grant. 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.

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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