

Barbarick Steve K  
Form 4  
February 08, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Barbarick Steve K

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & COO

(Last) (First) (Middle)  
C/O TRACTOR SUPPLY COMPANY, 5401 VIRGINIA WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common stock                    | 02/06/2019                           |  | A <sup>(1)</sup>               | 6,057   | \$ 0  | D  |  |
| Common stock                    | 02/07/2019                           |  | A <sup>(2)</sup>               | 8,066   | \$ 0  | D  |  |
| Common stock                    | 02/07/2019                           |  | F <sup>(3)</sup>               | 655   | \$ 89.835   | D  |  |
| Common stock                    |                                      |  |                                |   | 4,772   | I  | Stock Purchase Plan By Wife                |

|                 |       |   |                           |
|-----------------|-------|---|---------------------------|
| Common<br>stock | 2,868 | I | Stock<br>Purchase<br>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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   |                                      |  |  | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>stock<br>option                         | \$ 89.59   | 02/06/2019                              |   | A                                    | 21,496   | <u>(4)</u><br>02/06/2029                                       | Common<br>stock   | 21,496                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Barbarick Steve K<br>C/O TRACTOR SUPPLY COMPANY<br>5401 VIRGINIA WAY<br>BRENTWOOD, TN 37027 |               |           | President & COO |       |

## Signatures

Steve K. Barbarick by: /s/ Kristopher S. Bybee, as  
Attorney-in-fact

02/08/2019

\*\*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).

Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2018 Omnibus Incentive (1) Plan. Each RSU entitles the reporting person to receive one share of common stock. The RSUs vest as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021 and 33 1/3% on February 6, 2022.

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- Represents a vesting of performance-based share units (PSUs) for the period ended December 29, 2018, as certified by the Compensation Committee on February 6, 2019. Each PSU entitles the reporting person to receive one share of common stock. The PSUs vest as follows: 33 1/3% on February 7, 2019, 33 1/3% on February 7, 2020, and 33 1/3% on February 7, 2021.
- (3) This transaction represents the number of shares withheld to satisfy tax withholding liabilities upon the vesting of performance-based share units.
  - (4) Granted pursuant to the 2018 Omnibus Incentive Plan. In general, the shares subject to this option vest and become exercisable as follows: 33 1/3% on February 6, 2020, 33 1/3% on February 6, 2021, and 33 1/3% on February 6, 2022.

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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