

MORRIS EDNA  
Form 4  
May 04, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2010

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

200 POWELL PLACE

(Street)

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

BRENTWOOD, TN 37027

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common stock	04/29/2010		A <sup>(1)</sup>	887 A <sup>(1)</sup> \$ 0	6,246	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 (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)	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
Deferred stock units <sup>(2)</sup>	\$ 38.795					05/07/2010 <sup>(3)</sup> <sup>(3)</sup>	Common stock	1,280

## 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

05/04/2010

\_\_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).
- Shares were acquired pursuant to a grant of restricted stock units (RSUs) under the Tractor Supply Company 2009 Stock Incentive Plan.
- (1) Each RSU entitles the reporting person to receive one share of common stock per unit. The RSUs vest at the end of the first anniversary date of the grant.
  - (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.