

Stanton Alexander L
 Form 3
 October 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Stanton Alexander L | | (Month/Day/Year) | TRACTOR SUPPLY CO /DE/ [TSCO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 POWELL PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP Supply Chain | |
| BRENTWOOD,Â TNÂ 37027 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 9,638 | D | Â |
| Common Stock | 8,098 ⁽¹⁾ | D | Â |
| Common Stock | 71 | 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 currently valid OMB control number.

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

Edgar Filing: Stanton Alexander L - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------|---------------------|--------------------|-----------------------------|----------------------------------|------------------------------------|---|------------|
| Employee Stock Option | 03/30/2007 | 03/30/2016 | Employee Stock Option | 3,011 | \$ 33.2075 | D | Â |
| Employee Stock Option | 03/30/2008 | 03/30/2016 | Employee Stock Option | 3,011 | \$ 33.2075 | D | Â |
| Employee Stock Option | 03/30/2009 | 03/30/2016 | Employee Stock Option | 3,011 | \$ 33.2075 | D | Â |
| Employee Stock Option | 03/30/2008 | 03/30/2016 | Employee Stock Option | 2,311 | \$ 33.2075 | D | Â |
| Employee Stock Option | 03/30/2009 | 03/30/2016 | Employee Stock Option | 3,656 | \$ 33.2075 | D | Â |
| Employee Stock Option | 02/07/2008 | 02/07/2017 | Employee Stock Option | 6,333 | \$ 23.0825 | D | Â |
| Employee Stock Option | 02/07/2009 | 02/07/2017 | Employee Stock Option | 6,333 | \$ 23.0825 | D | Â |
| Employee Stock Option | 02/07/2010 | 02/07/2017 | Employee Stock Option | 2,002 | \$ 23.0825 | D | Â |
| Employee Stock Option | 02/07/2010 | 02/07/2017 | Employee Stock Option | 2,200 | \$ 23.0825 | D | Â |
| Employee Stock Option | 02/04/2012 | 02/04/2019 | Employee Stock Option | 5,841 | \$ 17.1175 | D | Â |
| Employee Stock Option | 02/03/2011 | 02/03/2020 | Employee Stock Option | 5,758 | \$ 26.2075 | D | Â |
| Employee Stock Option | 02/03/2012 | 02/03/2020 | Employee Stock Option | 5,759 | \$ 26.2075 | D | Â |
| Employee Stock Option | 02/03/2013 | 02/03/2020 | Employee Stock Option | 5,759 | \$ 26.2075 | D | Â |

Edgar Filing: Stanton Alexander L - Form 3

| Option Type | Grant Date | Expiration Date | Instrument | Quantity | Exercise Price | Category | Code |
|-----------------------|------------|-----------------|-----------------------|----------|----------------|----------|------|
| Employee Stock Option | 02/02/2012 | 02/02/2021 | Employee Stock Option | 3,626 | \$ 51.695 | 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 |
| Stanton Alexander L 200 POWELL PLACE BRENTWOOD, TN 37027 | Â | Â | Â Senior VP Supply Chain | Â |

Signatures

By: /s/ Alexander L. Stanton 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.

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.