

Stanton Alexander L
 Form 3
 October 11, 2012

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

OMB APPROVAL
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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	
Stanton Alexander L		(Month/Day/Year)	TRACTOR SUPPLY CO /DE/ [TSCO]	
(Last)	(First)	(Middle)	09/27/2012	
200 POWELL PLACE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BRENTWOOD, TN 37027			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior VP Supply Chain	

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	^
Common Stock	8,098 ⁽¹⁾	D	^
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
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	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

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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
Date: 10/11/2012

**Signature of Reporting Person

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.