

FASTENAL CO

Form 4

November 09, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUNDQUIST NICHOLAS J

(Last) (First) (Middle)

2001 THEURER BOULEVARD

(Street)

WINONA, MN 55987

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FASTENAL CO [FAST]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice-President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	11/07/2012		M	V Amount (A) or (D) Price 10,000 A \$ 22.5	191,000	D	
Common Stock					20,000 ⁽³⁾	I	Owned by Spouse
Common Stock					10,000 ⁽³⁾	I	Held in children custodian account
Common Stock					6,206 ⁽⁴⁾	I	Held in 401(K) Plan

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

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(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	11/07/2012		M	10,000	<u>(1)</u> 05/31/2015	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(2)</u> 05/31/2021	Common Stock 37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUNDQUIST NICHOLAS J 2001 THEURER BOULEVARD WINONA, MN 55987	Executive Vice-President

Signatures

/s/ John Milek,
Attorney-in-Fact 11/09/2012

__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).

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- This option (100,000) will fully vest and become exercisable over a period of seven years, with 50% of the option vesting and becoming
- (1) exercisable halfway through the relevant vesting period and the remainder becoming exercisable incrementally (14%, 14%, 14% and 8%) on each anniversary of the date of the grant of the option after the initial vesting date.

- This option (37,500) will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming
- (2) exercisable halfway through the relevant vesting period and the remainder becoming exercisable incrementally (20%, 20% and 10%) on each anniversary of the date of the grant of the option after the initial vesting date.

- (3) The reporting person disclaims beneficial ownership of these shares.

- (4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of September 30, 2012.

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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