

FASTENAL CO

Form 4

February 05, 2016

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Soderberg John Lewis

(Last) (First) (Middle)

1757 SNOWFLAKE PLACE

(Street)

ONALASKA, WI 54650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FASTENAL CO [FAST]

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

02/04/2016

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	02/04/2016		M	35,000	A \$ 22.5	35,000	D
Common Stock	02/04/2016		S	35,000	D \$ 43.1143	0	D
Common Stock					314 ⁽³⁾	I	Held in custodian account for Daughter
Common Stock					347 ⁽³⁾	I	Held in custodian

Common Stock	329 ⁽³⁾	I	account for Daughter Held in custodian account for Son
Common Stock	4,549 ⁽⁴⁾	I	Held in issuer 401(K) Plan

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

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.

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 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	02/04/2016		M		35,000		<u>(1)</u>	05/31/2015	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 54							<u>(1)</u>	05/31/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 56							<u>(2)</u>	05/31/2023	Common Stock	30,000
	\$ 42							(2)	05/31/2024		10,714

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Soderberg John Lewis 1757 SNOWFLAKE PLACE ONALASKA, WI 54650	Executive Vice President

Signatures

John J.
Milek-Attorney-in-Fact 02/05/2016
 __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).
- The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming
- (1) exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
- The options will fully vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable
- (2) half way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
- (3) Reporting person disclaims beneficial ownership of these shares.
- (4) Shares attributed to the reporting person's account within issuer's 401(K) Plan as of February 4, 2016.

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.