

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Polipnick Gary A.

(Last) (First) (Middle)

2413 ADVANCE ROAD

(Street)

MADISON, WI 53718

(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 ____ Other (specify
below) 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	10,000 A	\$ 22.5 69,324	D	
Common Stock	02/04/2016		S	10,000 D	\$ 43.54 59,324	D	
Common Stock					1,735	D	
Common Stock					1,862 ⁽³⁾	I	Held in custodian account for Daughter
					963 ⁽³⁾	I	

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Common Stock						Held in custodian account for Daughter
Common Stock		898	I			Held by Spouse
Common Stock		6,965 ⁽⁴⁾	I			Held in 401(K) Plan

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	02/04/2016		M	10,000	<u>(1)</u>	05/31/2016	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 27					<u>(1)</u>	05/31/2018	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(2)</u>	05/31/2021	Common Stock	2,500
Employee Stock Option	\$ 56					<u>(2)</u>	05/31/2023	Common Stock	80,000

(Right to
Buy)

Employee
Stock

Option \$ 42

(Right to
Buy)

(2)

05/31/2024

Common
Stock 10,714

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Polipnick Gary A. 2413 ADVANCE ROAD MADISON, WI 53718	Executive Vice President

Signatures

/s/ 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).
 - (1) The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
 - (2) The options will fully vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable 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 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.

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