

FASTENAL CO
Form 4
October 19, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
10/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice-President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 10/17/2012 | | M | V Amount (A) or (D) Price \$ 22.5 | 181,000 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 22.5 | 10/17/2012 | | M | 5,000 | (1) 05/31/2015 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 54 | | | | | (2) 05/31/2021 | Common Stock | 37,500 |

Reporting Owners

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

Signatures

/s/ John Milek,
Attorney-in-Fact

10/19/2012

__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).

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

(2) This option (37,500) will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable halfway through the relevant vesting period and the remainder becoming exercisable incrementally (20%, 20% and 10% respectively) 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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