

FASTENAL CO
Form 4
July 26, 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)
07/24/2012

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)
				(A) or (D)	Price		
Common Stock	07/24/2012		M	50,000	A \$ 22.5	171,000	D
Common Stock	07/24/2012		S	50,000	D \$ 42.5154	121,000	D
Common Stock						20,000 ⁽⁴⁾	I Owned by Spouse
Common Stock						10,000 ⁽⁴⁾	I Held in children custodian account
						6,180 ⁽⁵⁾	I

Common
Stock

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	07/24/2012		M	50,000	<u>(1)</u>	05/31/2013	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 22.5					<u>(2)</u>	05/31/2015	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(3)</u>	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

07/26/2012

__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 (originally 200,000) will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable half way through the relevant vesting period and remainder vesting and becoming exercisable proportionately on each anniversary of the date of grant of the option occurring after the initial 50% vesting date.

(2) This option (originally 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 vesting and becoming exercisable on each anniversary of the date of the option occurring after the initial 50% vesting date.

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

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

(5) Shares attributed to reporting person's account within issuer's 401(K) Plan as of June 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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