

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/07/2012                              |                                                             | M                                       | V Amount (A) or (D) Price<br>10,000 A \$ 22.5                           | 191,000                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 20,000 <sup>(3)</sup>                                                                                              | I                                                                       | Owned by<br>Spouse                                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 10,000 <sup>(3)</sup>                                                                                              | I                                                                       | Held in<br>children<br>custodian<br>account                       |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 6,206 <sup>(4)</sup>                                                                                               | I                                                                       | Held in<br>401(K)<br>Plan                                         |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 22.5                                                            | 11/07/2012                              |                                                             | M                                    | 10,000                                                                                                       | <u>(1)</u> 05/31/2015                                          | Common<br>Stock                                                     | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 54                                                              |                                         |                                                             |                                      |                                                                                                              | <u>(2)</u> 05/31/2021                                          | Common<br>Stock                                                     | 37,500                              |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--------------------------------------------------------------------|----------------------------------|
|                                                                    | Director 10% Owner Officer Other |
| LUNDQUIST NICHOLAS J<br>2001 THEURER BOULEVARD<br>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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