

FASTENAL CO  
Form 4/A  
September 06, 2011

**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)  
**05/24/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/25/2011**

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	05/24/2011		P	(A) or (D) A	3,000 \$ 32.55	(1) (2) I	Owned by Spouse
Common Stock	05/24/2011		P	(1) A	400 \$ 32.55	(1) (2) I	Held in children custodian account
Common Stock					5,889	(1) (3) I	401(K) Plan
Common Stock					116,000	(1) (4) D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ John Milek,  
Attorney-in-Fact

09/06/2011

\_\_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 report filed on May 25, 2011 combined two separate indirect purchase transactions and identified the reporting person's direct holdings on the same line in error. This amended filing separates the indirect purchase transactions and the current direct or indirect holdings of the reporting person. The amounts and footnotes of this report will replace the May 25, 2011 filing.
  - (2) The reporting person disclaims beneficial ownership of these shares.
  - (3) The amount reflects shares attributed to the account of the reporting person in the issuers 401(K) plan based on the plan statement of June 30, 2011.
  - (4) The amount reflects shares of common stock held directly by the reporting person on the date of this report. For informational purposes only, the reporting person additionally holds stock options to acquire 300,000 shares of issuers common stock at an adjusted exercise

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price of \$22.50 to reflect a stock split on 5/20/2011, which stock options were previously reported on Table II of a report filed on 4/23/2007.

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