

FASTENAL CO
Form 4
December 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
Hein LeLand J

(Last) (First) (Middle)
2001 THEURER BLVD.
(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)
12/01/2015

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)

Chief Operating Officer

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)
			Code	V	Amount or Price		
Common Stock	12/01/2015		M		50,000 A \$ 22.5	62,390	D
Common Stock	12/01/2015		S		50,000 D \$ 40.7393	12,390 ⁽²⁾	D
Common Stock	12/03/2015		M		50,000 A \$ 22.5	62,390	D
Common Stock	12/03/2015		S		50,000 D \$ 39.8838	12,390 ⁽²⁾	D
Common Stock						30 ⁽³⁾	I Held by Daughter

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Common Stock	30 ⁽³⁾	I	Held in custodian account for Son
Common Stock	150 ⁽³⁾	I	Held by Son
Common Stock	7,988 ⁽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)	Amount of Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	12/01/2015		M	50,000	⁽¹⁾	05/31/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 22.5	12/03/2015		M	50,000	⁽¹⁾	05/31/2015	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 56					⁽⁵⁾	05/31/2023	Common Stock	112,500
Employee Stock Option (Right to Buy)	\$ 54					⁽⁵⁾	05/31/2021	Common Stock	37,500

Buy)					
Employee Stock Option (Right to Buy)	\$ 27	(1)	05/31/2018	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 42	(5)	05/31/2024	Common Stock	19,047 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hein LeLand J 2001 THEURER BLVD. WINONA, MN 55987	X		Chief Operating Officer	

Signatures

John Milek,
Attorney-in-Fact

12/03/2015

__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).
- The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming
- (1) exercisable half way through the relevant vesting period, and remainder vesting and becoming exercisable proportionately each year thereafter.
 - (2) Includes 300 shares maintained in a self directed IRA.
 - (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 December 2, 2015.

- The options will fully vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable
- (5) half way through the relevant vesting period, and remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
 - (6) 10,714 of the 29,761 options granted to the reporting person on 4/21/2015 and reported on 4/23/2015 were forfeited and cancelled for no value on July 20, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.