

FASTENAL CO  
Form 4  
August 05, 2014

**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)  
**08/01/2014**

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	08/01/2014		M	V	15,000	A	\$ 22.5	221,000	D	
Common Stock	08/04/2014		M	V	7,000	A	\$ 22.5	228,000	D	
Common Stock	08/04/2014		G <sup>(1)</sup>	V	7,000	D	\$ 0	221,000	D	
Common Stock	08/04/2014		G <sup>(1)</sup>	V	7,000	A	\$ 0	27,000 <sup>(2)</sup>	I	Owned by Spouse
Common Stock								6,757 <sup>(5)</sup>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	08/01/2014		M	15,000	<sup>(3)</sup> 05/31/2015	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 22.5	08/04/2014		M	7,000	<sup>(3)</sup> 05/31/2015	Common Stock 7,000
Employee Stock Option (Right to Buy)	\$ 54					<sup>(4)</sup> 05/31/2021	Common Stock 37,500

## 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 08/05/2014

\_\_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) Transaction involves gift of shares to reporting person's spouse.

(2) Reporting person disclaims beneficial ownership of these shares.

This option will vest and become exercisable over a period of seven years, with 50% of the option vesting and becoming exercisable

(3) halfway through the relevant vesting period and the remainder subsequently becoming exercisable incrementally (14%, 14%, 14% and 8%) on each anniversary date of the grant of the option.

This option will vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable

(4) halfway through the relevant vesting period and the remainder subsequently becoming exercisable incrementally (20%, 20% and 10%) on each anniversary date of the grant of the option.

(5) Shares attributed to reporting person's account within issuer's 401(K) Plan as of August 4, 2014.

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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