

FASTENAL CO
Form 4/A
June 26, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OBERTON WILLARD D

(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)

06/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/19/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and 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)
Common Stock	06/15/2006		X	2,800 A	\$ 20 257,440 ⁽¹⁾ ⁽²⁾ _{(3) (4)}	D	
Common Stock	06/15/2006		P	2,800 A	\$ 257,440 ⁽¹⁾ ⁽²⁾ 39.12 ₍₄₎	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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
Common Stock	\$ 20	06/15/2006		X		2,800		06/01/2006	11/30/2006	Common Stock	2,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBERTON WILLARD D 2001 THEURER BOULEVARD WINONA, MN 55987	X		CEO and President	

Signatures

/s/ John Milek,
Attorney-in-Fact

06/26/2006

__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).

- An additional 71600 shares of issuers common stock are owned by the reporting persons spouse. An additional 18,000 shares of issuers common stock are held by the reporting person and the reporting persons spouse as custodians for their children. The reporting person disclaims beneficial ownership of all the shares listed in this footnote.
- (1) common stock are held by the reporting person and the reporting persons spouse as custodians for their children. The reporting person disclaims beneficial ownership of all the shares listed in this footnote.
 - (2) The reporting person indirectly owns 52.98 shares of issuers common stock through the issuers 401(k) plan as of March 31, 2006.
 - (3) Adjusted to reflect issuers stock split of November 2005.
 - (4) Amended to clarify the nature of the transaction and any clerical errors made in the original filing. The basis of the transaction is that the reporting person exercised his option to purchase 2800 shares of issuers common stock.

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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