

FASTENAL CO
Form 4
August 16, 2012

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 *
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)
08/14/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/14/2012 | | M | V Amount 25,000 A Price \$ 22.5 | 146,000 | D | |
| Common Stock | | | | | 20,000 ⁽³⁾ | I | Owned by Spouse |
| Common Stock | | | | | 10,000 ⁽³⁾ | I | Held in children custodian account |
| Common Stock | | | | | 6,180 ⁽⁴⁾ | I | 401(K) Plan |

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(1) This option (100,000) will fully vest and become exercisable over a period of seven years, with 50% of the option vesting and becoming exercisable halfway through the relevant vesting period and becoming exercisable on each anniversary of the date of the grant of the option occurring after the initial vesting date.

(2) This option (37,500) will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable halfway through the relevant vesting period and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10% respectively) on each anniversary of the date of the grant of the option occurring after the initial vesting date.

(3) The reporting party disclaims beneficial ownership of these shares.

(4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of June 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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