FASTENAL CO Form 4 April 21, 2016

FORM 4

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

OMB Number:

Issuer

January 31, 2005

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5. Relationship of Reporting Person(s) to

(Check all applicable)

response... 0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

FASTENAL CO [FAST]

3. Date of Earliest Transaction

Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Hein LeLand J

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

2001 THEURER BLVD.			(Month/Day/Year) 04/19/2016					Director 10% OwnerX_ Officer (give title Other (specify below) Senior EVP			
			endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WINONA, MN 55987								Form filed by More than One Reporting Person			
(City)	y) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 3		4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (E))	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	04/20/2016		G	V	1,100	D	\$ 0	11,290 (4)	D		
Common Stock								30 (5)	I	Held by Daughter	
Common Stock								30 (5)	I	Held in custodian account for Son	
Common Stock								150 (5)	I	Held by Son	
								7,915 <u>(6)</u>	I		

Common		Held in
Stock		401(K)
		Plan
Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly.	
	Persons who respond to the collection of	SEC 1474
	information contained in this form are not	(9-02)
	required to respond unless the form	
	displays a currently valid OMB control	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	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)	\$ 46	04/19/2016		A	65,217		<u>(1)</u>	05/31/2025	Common Stock	65,217
Employee Stock Option (Right to Buy)	\$ 27						(2)	05/31/2018	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 54						<u>(1)</u>	05/31/2021	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 56						<u>(1)</u>	05/31/2023	Common Stock	12,500
Employee Stock Option (Right to	\$ 42						<u>(1)</u>	05/31/2024	Common Stock	19,047

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hein LeLand J

2001 THEURER BLVD. Senior EVP

WINONA, MN 55987

Signatures

John Milek, Attorney-in-Fact

**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).

These options will fully vest and become exercisable over a period of five years, with 50% vesting and becoming exercisable halfway

- (1) through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
- These options will fully vest and become exercisable over a period of eight years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
- (3) Of the 112,500 options originally granted to the reporting person, 100,000 options were forfeited effective on January 1, 2016, in accordance with the issuer's stock option plan, when Mr. Hein was reassigned to a new position.
- (4) Includes 300 shares maintained in a self directed IRA.
- (5) The reporting person disclaims beneficial ownership of these shares.
- (6) Shares attributed to reporting person's account within issuer's 401(K) Plan as of April 20, 2016.

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.

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