

FASTENAL CO
Form 4
February 05, 2016

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 *
Polipnick Gary A.

(Last) (First) (Middle)
2413 ADVANCE ROAD
(Street)

MADISON, WI 53718

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FASTENAL CO [FAST]

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/04/2016 | | M | 10,000 A \$ 22.5 | 69,324 | D | |
| Common Stock | 02/04/2016 | | S | 10,000 D \$ 43.54 | 59,324 | D | |
| Common Stock | | | | | 1,735 | D | |
| Common Stock | | | | | 1,862 ⁽³⁾ | I | Held in custodian account for Daughter |
| | | | | | 963 ⁽³⁾ | I | |

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| | | | | | | |
|--------------|--|----------------------|--|---|--|--|
| Common Stock | | | | | | Held in custodian account for Daughter |
| Common Stock | | 898 | | I | | Held by Spouse |
| Common Stock | | 6,965 ⁽⁴⁾ | | I | | Held in 401(K) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 02/04/2016 | | M | 10,000 | ⁽¹⁾ 05/31/2016 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 27 | | | | | ⁽¹⁾ 05/31/2018 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 54 | | | | | ⁽²⁾ 05/31/2021 | Common Stock 2,500 |
| Employee Stock Option | \$ 56 | | | | | ⁽²⁾ 05/31/2023 | Common Stock 80,000 |

(Right to Buy)

Employee Stock

Option \$ 42

(Right to Buy)

(2) 05/31/2024 Common Stock 10,714

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Polipnick Gary A. 2413 ADVANCE ROAD MADISON, WI 53718 | | | Executive Vice President | |

Signatures

/s/ John J. Milek,
Attorney-in-Fact

02/05/2016

 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) The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
 - (2) The options will fully vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
 - (3) Reporting person disclaims beneficial ownership of these shares.
 - (4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of February 4, 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.