

FASTENAL CO
Form 4
October 14, 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 *
Nance Kenneth R.

(Last) (First) (Middle)
3833 AIRPORT ROAD
(Street)

DENTON, TX 76207

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2014

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					3,906	D	
Common Stock					2,618 ⁽³⁾	I	Held by 401(K) Plan

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

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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
Employee Stock Option (Right to Buy)	\$ 56	10/10/2014		A	12,500	<u>(1)</u> 05/31/2023	Common Stock 12,500
Employee Stock Option (Right to Buy)	\$ 22.5					<u>(2)</u> 05/31/2016	Common Stock 90,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(1)</u> 05/31/2021	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nance Kenneth R. 3833 AIRPORT ROAD DENTON, TX 76207	Executive Vice President

Signatures

/s/ John J. Milek,
Attorney-in-Fact
Date: 10/14/2014

**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) The options will 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

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year thereafter.

- (2) The options will 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.
- (3) Shares attributed to reporting person's account within issuer's 401(K) Plan as of October 10, 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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