

FASTENAL CO
Form 4
April 21, 2016

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 *
Hein LeLand J

(Last) (First) (Middle)
2001 THEURER BLVD.
(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)
04/19/2016

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)
Senior EVP

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
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 ⁽⁶⁾	I	

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Common
Stock

Held in
401(K)
Plan

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

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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)	\$ 46	04/19/2016		A	65,217	<u>(1)</u> 05/31/2025	Common Stock 65,217
Employee Stock Option (Right to Buy)	\$ 27					<u>(2)</u> 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 Buy)	\$ 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. WINONA, MN 55987			Senior EVP	

Signatures

John Milek,
Attorney-in-Fact

04/21/2016

__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) These options will fully vest and become exercisable over a period of five years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
 - (2) 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.