

FASTENAL CO  
Form 4  
October 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**OBERTON WILLARD D**

(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)  
**10/18/2012**

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)  
**CEO**

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 (A) or (D) Price                                         |                                                                                               |                                                          |                                            |
| Common Stock                    | 08/07/2012                           |                                                    | G                              | V 2,365 D \$ 0                                                    | 479,267                                                                                       | D                                                        |                                            |
| Common Stock                    | 10/18/2012                           |                                                    | M                              | 100,000 A \$ 22.5                                                 | 579,267                                                                                       | D                                                        |                                            |
| Common Stock                    | 10/18/2012                           |                                                    | F                              | 73,580 D \$ 45.1095                                               | 505,687                                                                                       | D                                                        |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 136,912 <sup>(2)</sup>                                                                        | I                                                        | Owned by Spouse                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 643 <sup>(3)</sup>                                                                            | I                                                        | Held by 401(K)                             |

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.**

SEC 1474  
(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 Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 22.5                                                | 10/18/2012                           |                                                    | M                              | 100,000                                                                                 | <u>(1)</u> 05/31/2013                                    | Common Stock 100,000                                          |
| Employee Stock Option (Right to Buy)       | \$ 54                                                  |                                      |                                                    |                                |                                                                                         | <u>(1)</u> 05/31/2021                                    | Common Stock 125,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| OBERTON WILLARD D<br>2001 THEURER BOULEVARD<br>WINONA, MN 55987 | X             |           | CEO     |       |

## Signatures

/s/ John Milek,  
Attorney-in-Fact

10/19/2012

\_\_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).

The option will fully vest and become exercisable over a period of five years, with 50% of the option vesting and becoming exercisable

- (1) half way 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 grant of the option occurring after the initial 50% vesting date.
- (2) Reporting person disclaims beneficial ownership of these shares.
- (3) Shares attributed to reporting person's account within issuer's 401(K) Plan as of September 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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