

FASTENAL CO
Form 4
January 28, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Camp Michael Scott

(Last) (First) (Middle)

25024 COUNTY ROAD 9

(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)

01/24/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	01/24/2013		M	25,000	A \$ 22.5	31,376	D
Common Stock	01/24/2013		S	25,000	D \$ 48.4006	6,376 ⁽³⁾	D
Common Stock						10,044 ⁽⁴⁾	D

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**

SEC 1474
(9-02)

number.

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	01/24/2013		M	25,000	<u>(1)</u>	05/31/2016	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 30					<u>(1)</u>	05/31/2019	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(2)</u>	05/31/2021	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Camp Michael Scott 25024 COUNTY ROAD 9 WINONA, MN 55987	Executive Vice President

Signatures

/s/ John J. Milek,
 Attorney-in-Fact 01/28/2013

__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 options will fully vest and become exercisable over a period of eight 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 proportionally on each anniversary of the date of the grant of the option occurring after the initial vesting date.

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

- (2) 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 the grant of the option occurring after the initial vesting date.

- (3) Shares jointly owned with reporting person's spouse.

- (4) Shares attributed to reporting persons account within issuer's 401(K) Plan as of 12/31/2012.

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.