

FASTENAL CO
Form 4/A
February 01, 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
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(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)

04/21/2009

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

04/30/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 54	04/21/2009			A			25,000	⁽¹⁾	05/31/2018	Common Stock	25,000
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 45								⁽¹⁾	05/31/2016	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hein LeLand J 2001 THEURER BLVD. WINONA, MN 55987			President	

Signatures

John Milek,
Attorney-in-Fact

02/01/2013

 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).

These options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming
(1) exercisable half way through the vesting period and remainder vesting and becoming exercisable proportionately on each anniversary of the date of grant of the option occurring after the initial vesting date.

Form 4 filed on 4/30/2009 inaccurately combined and did not separately report derivative securities of a differnt class. This Amended filing is reporting separately the two classes of derivative securities reported in the 4/30/2009 filing and hereby replaces such amounts reported on any subsequent filings. As of the date of this amended filing (2/1/2013), the reporting person holds 100,000 derivative
(2) securites with an exercise price of \$22.50 (expiration date of 5/31/2016) and 50,000 derivative securities with an exercise price of \$27.00 (expiration date of 5/31/2018) and an additional 37,500 derivative securities that were granted on 4/17/2012 with an exercise price of \$54 (expiration date of 5/31/2021), which amounts and exercise prices reflect the stock split in May of 2011.

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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