

GOSTOMSKI MICHAEL M  
Form 4  
November 28, 2011

**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 \*  
GOSTOMSKI MICHAEL M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1666 VALLEY VIEW DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2011

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

WINONA, MN 55987

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	(A) or (D)	Price
Common Stock	11/23/2011		J(1)(2)(3)		317,152	D	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock					920,656 <sup>(4)</sup>	I	By Trust <sup>(5)</sup>
Common Stock					58,600 <sup>(4)</sup>	I	By Spouse's Trust <sup>(6)</sup>
Common Stock					4,446 <sup>(4)</sup>	D	
Common Stock					4,446 <sup>(4)</sup>	I	By Spouse
Common Stock					24,000 <sup>(4)</sup>	I	By Trust <sup>(7)</sup>



## Edgar Filing: GOSTOMSKI MICHAEL M - Form 4

equal to \$24.27 (split-adjusted) (the "Floor Price"), the Trust would deliver to the purchaser all of the Pledged Shares; (ii) if the Settlement Price was between the Floor Price and \$35.055 (the "Cap Price"), the Trust would deliver to the purchaser a number of Fastenal common shares equal to 440,000 times the Floor Price divided by the Settlement Price; and (iii) if the Settlement Price was greater than the Cap Price, the Trust would deliver to the purchaser a number of Fastenal common shares equal to 440,000 times a fraction whose numerator is the Floor Price plus the difference between the Settlement Price and the Cap Price, and whose denominator is the Settlement Price. (continued on footnote 3)

- (3) On November 23, 2011, the Settlement price was \$38.63. Accordingly, the Trust transferred to the purchaser 317,152 of the Pledged Shares, and 122,848 of the Pledged Shares were released back to the Trust.

- (4) On May 23, 2011, the common stock of Fastenal Company split 2 for 1, resulting in a doubling of the number of Fastenal common shares beneficially owned (directly and indirectly) by the reporting person, in a doubling of the number of Fastenal common shares subject to the prepaid variable forward sale contract described in footnote 1-3, and 50% reduction in the original Floor Price and Cap Price applicable to such contract.

- (5) Shares held in the reporting person's revocable living trust described in footnote 1-3, and defined therein as the "Trust."

- (6) Shares held in reporting person's spouse's revocable living trust for which the spouse has voting and investment power.

- (7) Shares held in a charitable remainder unit trust for which the reporting person and his spouse share voting and investment power.

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.