

FASTENAL CO

Form 4

April 23, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Soderberg John Lewis

(Last) (First) (Middle)

1757 SNOWFLAKE PLACE

(Street)

ONALASKA, WI 54650

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2015

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				(A) or (D)	339 ⁽³⁾	I	Held in custodian account for Daughter
Common Stock				(A) or (D)	307 ⁽³⁾	I	Held in custodian account for Daughter
Common Stock				(A) or (D)	322 ⁽³⁾	I	Held in custodian account for Son

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Common Stock	4,358 ⁽⁴⁾	I	Held in 401(K) Plan
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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)	\$ 42	04/21/2015		A		10,714		<u>(1)</u>	05/31/2024	Common Stock	10,714
Common Stock	\$ 56							<u>(1)</u>	05/31/2023	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 54							<u>(2)</u>	05/31/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.5							<u>(2)</u>	05/31/2016	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
	Executive Vice President

Soderberg John Lewis
1757 SNOWFLAKE PLACE
ONALASKA, WI 54650

Signatures

John J.
Milek-Attorney-in-Fact 04/23/2015

__**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 five years, with 50% of the options vesting and becoming exercisable
- (1) half way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
- The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming
- (2) exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
- (3) Reporting person disclaims beneficial ownership of these shares.
- (4) Shares attributed to the reporting person's account with issuer's 401(K) Plan as of April 21, 2015.

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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