

FASTENAL CO
Form 4
April 29, 2015

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 *
Rucinski Steven A

(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)
04/27/2015

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)
Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/27/2015		M		25,000 A \$ 35	28,609	D
Common Stock	04/27/2015		S		24,600 D \$ 42.5	4,009	D
Common Stock	04/27/2015		S		400 D \$ 42.505	3,609	D
Common Stock						3,028 ⁽⁴⁾	D
Common Stock						7,296 ⁽⁵⁾	I
							Held by 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)	\$ 35	04/27/2015		M	25,000	<u>(1)</u> 05/31/2016	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 22.5					<u>(2)</u> 05/31/2016	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(3)</u> 05/31/2021	Common Stock 37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rucinski Steven A 2001 THEURER BLVD. WINONA, MN 55987	Executive Vice President

Signatures

John Milek,
Attorney-in-Fact 04/29/2015

**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).
- (1) The options vest and become exercisable over a period of seven years with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder becoming exercisable incrementally (14%, 14%, and 8%) each year thereafter.
 - (2) The options vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder becoming exercisable proportionately each year thereafter.
 - (3) The options vest and become exercisable over a period of five year, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period, and the remainder becoming exercisable incrementally (20%, 20%, and 8) each year thereafter.
 - (4) Shares jointly owned with reporting person's spouse.
 - (5) Shares attributed to reporting person's account with issuers 401(K) Plan as of April 27, 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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