

FASTENAL CO  
Form 4  
September 11, 2008

**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)  
09/09/2008

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	09/09/2008		S		50,000 (1) \$ 53.2394	D	398,904 (1) (3)	I	See Footnote (1) (3)
Common Stock	09/09/2008		S		25,000 (2) \$ 52.7995	D	249,300 (2)	I	See Footnote (2)
Common Stock	09/10/2008		S		14,500 (4) \$ 53.5505	D	0 (4)	I	See Footnote (4)
Common Stock	09/10/2008		S		15,000 (5) \$ 53.5463	D	10,000 (5)	I	See Footnote (5)

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Common Stock 09/10/2008 S 20,000 (6) D \$ 53.9703 12,000 (6) I See Footnote (6)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns for Title of Derivative Security, Conversion or Exercise, Transaction Date, Deemed Execution Date, Transaction Code, Number, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, and Price of Derivative Security.

Reporting Owners

Table with columns for Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for GOSTOMSKI MICHAEL M.

Signatures

/s/ John Milek, Attorney-in-Fact 09/11/2008

\*\*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 shares reported under this footnote are held by the reporting person's revocable living trust.
(2) The shares reported under this footnote are held by the Joette R. Gostomski Grantor Retained Annuity Trust.

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- (3) An additional 1250 shares are held by the reporting person's spouse. The reporting person disclaims beneficial ownership of these shares.
- (4) The shares reported under this footnote are held by the Gostomski Family Foundation, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of these shares.
- (5) The shares reported under this footnote are held by a Net Income with Makeup Charitable Remainder Unitrust, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of these shares.
- (6) The shares reported under this footnote are held by a Charitable Remainder Trust, for which the reporting person and his spouse share voting and investment power. The reporting person disclaims beneficial ownership of these shares.

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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