

GOSTOMSKI MICHAEL M

Form 4

August 26, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOSTOMSKI MICHAEL M

(Last) (First) (Middle)

1666 VALLEY VIEW DRIVE

(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)
08/24/2005

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)

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	(A) or (D)	Price			
Common Stock	08/24/2005		J <u>(1)(2)(3)</u>		<u>276,667</u> (1) (2) (3)	D	<u>(1) (2) (3)</u>	249,452	I	See Footnote <u>(4)</u>
Common Stock								192,490	I	See Footnote <u>(5)</u>
Common stock								340	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Number Shares
Forward Sales Contract (Obligation to Sell)	(1) (2) (3)	08/24/2005		J(1)(2)(3)	1	08/24/2005	08/24/2005	Common Stock	310,000 (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOSTOMSKI MICHAEL M 1666 VALLEY VIEW DRIVE WINONA, MN 55987			X	

Signatures

Jennifer Mewaldt, as
Attorney-in-Fact

08/26/2005

__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) On October 24, 2002, the reporting person's revocable living trust entered into a previously reported prepaid forward sale contract (the "Contract") with a securities broker which covered a maximum of 310,000 shares and settled on August 24, 2005. Upon signing the Contract, the trust received an initial cash payment equal to \$27.15 per share subject to the Contract in exchange for the trust's obligation to sell and deliver some or all of the shares subject to the Contract on the expiration date of the Contract as follows: Upon the expiration of the Contract, one of three delivery scenarios would occur: (i) if the fair market value of the underlying shares on the expiration date was at or below the floor price of \$32.65 per share, the trust would deliver all of the underlying shares to the securities broker;
- (2) (ii) if the fair market value of the underlying shares on the expiration date was above the floor price but below the cap price of \$39.18 per share, the trust would deliver a number of underlying shares the value of which, based on the current market price on the expiration date, equals the total number of underlying shares multiplied by the floor price; or (iii) if the fair market value of the underlying shares on the

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expiration date was at or above the cap price, the trust would deliver a number of underlying shares the value of which, based on the current market price on the expiration date, equals the total number of underlying shares multiplied by the sum of (a) the floor price and

- (b) the difference between the current market price and the cap price. Alternatively, the trust was permitted, instead of delivering the required number of underlying shares on the expiration date, to make a cash payment to the broker equal to the current fair market value of the number of underlying securities that would have otherwise been delivered. On the settlement date the closing price per share of
- (3) Fastenal Company common stock was \$60.73 which was greater than the cap price. Accordingly, the Contract required the trust to deliver to the securities broker 276,667 shares of Fastenal Company common stock. The trust was not obligated to deliver 33,333 shares of Fastenal Company common stock, and therefore those shares were retained.
- (4) These shares are held by the reporting person's revocable living trust. The reporting person disclaims beneficial ownership of these shares.
- 192,150 shares of the issuer's common stock are held by the revocable living trust of the reporting person's spouse. An additional 340
- (5) shares of issuer's common stock are held by the reporting person's spouse. The reporting person disclaims beneficial ownership of all shares listed in this footnote.

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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