

FASTENAL CO

Form 4

February 05, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
02/04/2016

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	02/04/2016		M	35,000	A \$ 22.5	35,000	D
Common Stock	02/04/2016		S	35,000	D \$ 43.1143	0	D
Common Stock					314 <sup>(3)</sup>	I	Held in custodian account for Daughter
Common Stock					347 <sup>(3)</sup>	I	Held in custodian

Common Stock	329 <sup>(3)</sup>	I	account for Daughter Held in custodian account for Son
Common Stock	4,549 <sup>(4)</sup>	I	Held in issuer 401(K) Plan

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

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SEC 1474  
(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)	\$ 22.5	02/04/2016		M	35,000	<u>(1)</u>	05/31/2015	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(1)</u>	05/31/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 56					<u>(2)</u>	05/31/2023	Common Stock	30,000
	\$ 42					(2)	05/31/2024		10,714

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Soderberg John Lewis 1757 SNOWFLAKE PLACE ONALASKA, WI 54650			Executive Vice President	

## Signatures

John J.  
Milek-Attorney-in-Fact                      02/05/2016  
 \_\_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 eight years, with 50% of the options vesting and becoming
- (1) exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
- The options will fully vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable
- (2) half way through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
- (3) Reporting person disclaims beneficial ownership of these shares.
- (4) Shares attributed to the reporting person's account within issuer's 401(K) Plan as of February 4, 2016.

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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