

FASTENAL CO
Form 4
April 24, 2014

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 *
Polipnick Gary A.

(Last) (First) (Middle)
2413 ADVANCE ROAD
(Street)

MADISON, WI 53718

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2014

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					54,307	D	
Common Stock					1,735 ⁽¹⁾	D	
Common Stock					898 ⁽¹⁾ ⁽²⁾	I	Held by Spouse
Common Stock					1,796 ⁽²⁾	I	Held in custodian account for Daughter
					896 ⁽²⁾	I	

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Common Stock						Held in custodian account for Daughter
Common Stock				3,672 ⁽²⁾ ⁽³⁾	I	By Trust
Common Stock				0 ⁽⁴⁾	I	Held by Daughter
Common Stock				5,898 ⁽⁵⁾	I	Held by 401(K) Plan

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 required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 56	04/22/2014		A	80,000	⁽⁶⁾ 05/31/2023	Common Stock 80,000
Employee Stock Option (Right to Buy)	\$ 54					⁽⁶⁾ 05/31/2021	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 27					⁽⁷⁾ 05/31/2018	Common Stock 30,000

Employee Stock Option (Right to Buy)	\$ 22.5	(7)	05/31/2016	Common Stock	10,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polipnick Gary A. 2413 ADVANCE ROAD MADISON, WI 53718			Executive Vice President	

Signatures

/s/ John J. Milek, Attorney-in-Fact	04/24/2014
**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) Shares maintained in a self-directed IRA.
- (2) Reporting person disclaims beneficial ownership of these shares.
- (3) Reporting person's spouse serves as a Trustee of a Trust for the benefit of spouse's sibling.
- (4) Reporting person relinquished investment and voting power to these shares owned by his adult daughter in June of 2012.
- (5) Shares attributed to reporting persons's account within issuer's 401(K) Plan as of April 23, 2014.

(6) The options will vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) on each anniversary of the initial vesting date (with the final 10% vesting and becoming exercisable on May 1).

(7) The options will 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 vesting and becoming exercisable proportionately on each anniversary of the grant thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.