

FASTENAL CO  
Form 4  
April 21, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
04/19/2016

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                    |                                      |  |                                |   | 61,059 <sup>(3)</sup>   | D  |  |
| Common Stock                    |                                      |  |                                |   | 898   | I  | Held by Spouse                             |
| Common Stock                    |                                      |  |                                |   | 1,862 <sup>(4)</sup>  | I  | Held in custodian account for Daughter     |
| Common Stock                    |                                      |  |                                |   | 963 <sup>(4)</sup>  | I  | Held in custodian account for              |

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|              |                      |   |                                       |
|--------------|----------------------|---|---------------------------------------|
| Common Stock | 6,997 <sup>(5)</sup> | I | Daughter<br>Held in<br>401(K)<br>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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Employee Stock Option (Right to Buy)       | \$ 46  | 04/19/2016                           |  | A                              | 9,782   | <u>(1)</u> 05/31/2025                                    | Common Stock  | 9,782                         |
| Employee Stock Option (Right to Buy)       | \$ 27  |                                      |  |                                |   | <u>(2)</u> 05/31/2018                                    | Common Stock  | 30,000                        |
| Employee Stock Option (Right to Buy)       | \$ 54  |                                      |  |                                |   | <u>(1)</u> 05/31/2021                                    | Common Stock  | 2,500                         |
| Employee Stock Option (Right to Buy)       | \$ 56  |                                      |  |                                |   | <u>(1)</u> 05/31/2023                                    | Common Stock  | 80,000                        |
| Employee Stock                             | \$ 42  |                                      |  |                                |   | <u>(1)</u> 05/31/2024                                    | Common Stock  | 10,714                        |

Option  
(Right to  
Buy)

## Reporting Owners

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

## Signatures

/s/ John J. Milek,  
Attorney-in-Fact

04/21/2016

\_\_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).
  - (1) These options will fully vest and become exercisable over a period of five years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
  - (2) These options will fully vest and become exercisable over a period of eight years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
  - (3) Includes 1,735 shares maintained in a self-directed IRA.
  - (4) Reporting person disclaims beneficial ownership of these shares.
  - (5) Shares attributed to reporting person's account with issuer's 401(K) Plan as of April 20, 2016.

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