

GOSTOMSKI MICHAEL M
Form 4
August 26, 2005

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)
08/24/2005

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 | | |
| | | | | | (1) (2) (3) | | |
| Common Stock | 08/24/2005 | | J(1)(2)(3) | | 276,667 (1) (2) (3) | D | See Footnote (4) |
| Common Stock | | | | | 192,490 | I | See Footnote (5) |
| Common stock | | | | | 340 | D | |

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

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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. 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.