

GOSTOMSKI MICHAEL M
 Form 4
 November 28, 2011

FORM 4

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

OMB APPROVAL

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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

(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)
 11/23/2011

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	11/23/2011		J(1)(2)(3)		317,152	D	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock					920,656	I	<u>(4)</u>
Common Stock					58,600	I	<u>(4)</u>
Common Stock					4,446	D	<u>(4)</u>
Common Stock					4,446	I	<u>(4)</u>
Common Stock					24,000	I	<u>(4)</u>
							By Trust <u>(5)</u>
							By Spouse's Trust <u>(6)</u>
							By Spouse
							By Trust <u>(7)</u>

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Forward Sale Contract (obligation to sell)	(1) (2) (3)	11/23/2011		J(1)(2)(3)	440,000	11/23/2011	11/23/2011	Common Stock

Reporting Owners

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

Signatures

/s/ John Milek,
Attorney-in-Fact
11/28/2011

**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).

- On November 23, 2011, a revocable living trust established by the reporting person and for which the reporting person has voting and investment power (the "Trust") settled a prepaid variable forward sale contract that had been entered into on November 24, 2010 with an unaffiliated third-party purchaser. The contract obligated the Trust to deliver to the purchaser up to 440,000 shares (split-adjusted; see footnote 2) of Fastenal common stock (or, at the election of the Trust, an equivalent amount of cash) on the maturity date of the contract (November 23, 2011). In exchange for assuming this obligation, the Trust received a cash payment of \$9,438,000 as of the date the contract was entered into. The Trust pledged 440,000 shares of Fastenal common stock (the "Pledged Shares") to secure its obligations under the contract and retained dividend and voting rights in the Pledged Shares during the term of the pledge. (continued on footnote 2)
- (1) The contract provided that the number of Fastenal common shares to be delivered to the purchaser on the maturity date would be determined as follows: (i) if the closing price of Fastenal common stock on the maturity date (the "Settlement Price") was less than or

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equal to \$24.27 (split-adjusted) (the "Floor Price"), the Trust would deliver to the purchaser all of the Pledged Shares; (ii) if the Settlement Price was between the Floor Price and \$35.055 (the "Cap Price"), the Trust would deliver to the purchaser a number of Fastenal common shares equal to 440,000 times the Floor Price divided by the Settlement Price; and (iii) if the Settlement Price was greater than the Cap Price, the Trust would deliver to the purchaser a number of Fastenal common shares equal to 440,000 times a fraction whose numerator is the Floor Price plus the difference between the Settlement Price and the Cap Price, and whose denominator is the Settlement Price. (continued on footnote 3)

- (3) On November 23, 2011, the Settlement price was \$38.63. Accordingly, the Trust transferred to the purchaser 317,152 of the Pledged Shares, and 122,848 of the Pledged Shares were released back to the Trust.

- (4) On May 23, 2011, the common stock of Fastenal Company split 2 for 1, resulting in a doubling of the number of Fastenal common shares beneficially owned (directly and indirectly) by the reporting person, in a doubling of the number of Fastenal common shares subject to the prepaid variable forward sale contract described in footnote 1-3, and 50% reduction in the original Floor Price and Cap Price applicable to such contract.

- (5) Shares held in the reporting person's revocable living trust described in footnote 1-3, and defined therein as the "Trust."

- (6) Shares held in reporting person's spouse's revocable living trust for which the spouse has voting and investment power.

- (7) Shares held in a charitable remainder unit trust for which the reporting person and his spouse share voting and investment power.

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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