

FASTENAL CO  
Form 4  
March 01, 2016

**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 \*  
FLORNESS DANIEL L

(Last) (First) (Middle)  
2001 THEURER BOULEVARD  
(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)  
02/26/2016

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)  
CEO and 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)
			Code	V	Amount or Price		
Common Stock	02/26/2016		M		80,000 A \$ 22.5	151,845	D
Common Stock	02/26/2016		S <sup>(3)</sup>		80,000 D \$ 45.1749	71,845	D
Common Stock	02/29/2016		M <sup>(3)</sup>		30,000 A \$ 22.5	101,845	D
Common Stock						3,873 <sup>(4)</sup>	I Held in 401(K)Plan

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

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	02/26/2016		M	80,000	<u>(1)</u> 05/31/2016	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 22.5	02/29/2016		M	30,000	<u>(1)</u> 05/31/2016	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(1)</u> 05/31/2021	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 42					<u>(2)</u> 05/31/2024	Common Stock	19,047

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORNESS DANIEL L 2001 THEURER BOULEVARD WINONA, MN 55987	X		CEO and President	

## Signatures

/s/ John Milek,  
Attorney-in-Fact

03/01/2016

\_\_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 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 remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.

Similar to the transaction reported in his Form 4 filed on 2/9/2016, reporting person exercised 80,000 stock options on 2/26/2016 and the subsequent sale of the underlying securities resulted in net proceeds of approximately \$937,000 (after typical deductions, tax and fees).  
(3) The net proceeds (received on settlement), plus approximately \$67,000 of new funds from the reporting person, were subsequently used by the reporting person to exercise and hold 30,000 shares of issuer's securities on 2/29/2016.

(4) Shares attributed to reporting person's account within the issuer's 401(K) Plan as of February 26, 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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