MCCONNON HENRY K

Form 4 July 22, 2008

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCONNON HENRY K			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)			3. Date of Earliest Transaction	(Cheek an applicable)			
425 WINDMERE			(Month/Day/Year) 07/18/2008	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
STATE COLLEGE, PA 16801				Form filed by More than One Reporting Person			

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	07/18/2008		S	600	D	\$ 49.57	607,000 <u>(1)</u> <u>(2) (3)</u>	I	Held by the reporting person's spouse
Common Stock	07/18/2008		S	400	D	\$ 49.56	606,600 (1) (2) (3)	I	Held by the reporting person's spouse
Common Stock	07/18/2008		S	1,400	D	\$ 49.55	605,200 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	Held by the

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								reporting person's spouse
Common Stock	07/18/2008	S	500	D	\$ 49.53	604,700 <u>(1)</u> <u>(2) (3)</u>	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	100	D	\$ 49.52	604,600 <u>(1)</u> <u>(2) (3)</u>	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	1,800	D	\$ 49.51	602,800 <u>(1)</u> <u>(2) (3)</u>	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	2,300	D	\$ 49.5	600,500 <u>(1)</u> <u>(2) (3)</u>	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	300	D	\$ 49.49	600,200 (1)	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	400	D	\$ 49.48	599,800 (1) (2) (3)	I	Held by the reporting person's spouse
Common Stock	07/18/2008	S	1,100	D	\$ 49.47	598,700 (1) (2) (3)	I	Held by reporting person's spouse
Common Stock	07/18/2008	S	400	D	\$ 49.46	598,300 (1) (2) (3)	Ι	Held By reporting person's spouse
Common Stock	07/18/2008	S	200	D	\$ 49.44	598,100 (1) (2) (3)	I	Held by reporting person's spouse
	07/18/2008	S	500	D	\$ 49.4		I	

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Common Stock						597,600 <u>(1)</u> <u>(2)</u> <u>(3)</u>		Held by reporting person's spouse
Common Stock	07/18/2008	S	10,000	D	\$ 49.25	587,600 (1) (2) (3)	I	Held by the reporting person

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)			5. onNumber	6. Date Exercises Expiration D	ate	7. Title	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					., ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other				
MCCONNON HENRY K 425 WINDMERE STATE COLLEGE, PA 16801	X							

Signatures

/s/ John Milek, Attorney-in-Fact 07/21/2008

**Signature of Reporting Person Date

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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) The reporting person directly owns 1,887,820 shares of issuers common stock.
- (2) An additional 48,000 shares of issuers common stock are owned by the reporting person's father to which the reporting person holds a power of attorney. The reporting person disclaims beneficial ownership of these shares.
- (3) An additional 2300 shares of issuer's common stock are held by the reporting person as custodian for the reporting person's grandchild. The reporting person disclaims beneficial ownership of these shares.

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.