

FASTENAL CO
Form 4
April 24, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

04/22/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)	54,307	D	
Common Stock				(A) or (D)	1,735 ⁽¹⁾	D	
Common Stock				(A) or (D)	898 ⁽¹⁾ ⁽²⁾	I	Held by Spouse
Common Stock				(A) or (D)	1,796 ⁽²⁾	I	Held in custodian account for Daughter
				(A) or (D)	896 ⁽²⁾	I	

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Common Stock				Held in custodian account for Daughter
Common Stock	3,672	<u>(2)</u> <u>(3)</u>	I	By Trust
Common Stock	0	<u>(4)</u>	I	Held by Daughter
Common Stock	5,898	<u>(5)</u>	I	Held by 401(K) 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 56	04/22/2014		A	80,000	<u>(6)</u> 05/31/2023	Common Stock 80,000
Employee Stock Option (Right to Buy)	\$ 54					<u>(6)</u> 05/31/2021	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 27					<u>(7)</u> 05/31/2018	Common Stock 30,000

Employee Stock Option (Right to Buy)	\$ 22.5	(7)	05/31/2016	Common Stock	10,000
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Reporting Owners

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

Signatures

/s/ John J. Milek, Attorney-in-Fact	04/24/2014
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__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) Shares maintained in a self-directed IRA.
- (2) Reporting person disclaims beneficial ownership of these shares.
- (3) Reporting person's spouse serves as a Trustee of a Trust for the benefit of spouse's sibling.
- (4) Reporting person relinquished investment and voting power to these shares owned by his adult daughter in June of 2012.
- (5) Shares attributed to reporting persons's account within issuer's 401(K) Plan as of April 23, 2014.

- The options will vest and become exercisable over a period of five years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) on each anniversary of the initial vesting date (with the final 10% vesting and becoming exercisable on May 1).

- The options will vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming exercisable half way through the relevant vesting period and the remainder vesting and becoming exercisable proportionately on each anniversary of the grant thereafter.

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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