

FASTENAL CO

Form 4

December 13, 2012

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 *
Rucinski Steven A

(Last) (First) (Middle)

2001 THEURER BLVD.

(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)

12/11/2012

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 below) ____ Other (specify
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	12/11/2012		M	12,500 A	\$ 22.5 12,620	D	
Common Stock	12/11/2012		S	9,011 D	\$ 40.3 3,609	D	
Common Stock	12/11/2012		S	3,500 D	\$ 43.08 3,028 ⁽⁵⁾	D	
Common Stock					6,427 ⁽⁴⁾	I	By 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	12/11/2012		M	12,500	<u>(1)</u>	05/31/2016	Common Stock	12,500
Employee Stock Option (Right to buy)	\$ 35					<u>(2)</u>	05/31/2019	Common Stock	50,000
Employee Stock Option (Right to buy)	\$ 54					<u>(3)</u>	05/31/2021	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rucinski Steven A 2001 THEURER BLVD. WINONA, MN 55987	Executive Vice President

Signatures

John Milek,
Attorney-in-Fact 12/13/2012

__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 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 date of the grant of the option occurring after the initial vesting date.

The options vest and become exercisable over a period of seven 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 (14%, 14%, 14% and 8%) on each anniversary of the date of the grant of the option occurring after the initial vesting date.

The options 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 proportionately (20%, 20% and 10%) on each anniversary of the date of the grant of the option occurring after the initial vesting date

(4) Shares attributed to reporting person's account within issuer's 401(K) Plan as of September 30, 2012.

(5) Shares held jointly with reporting person's spouse.

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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