

FASTENAL CO  
Form 4  
April 23, 2015

**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 \*  
Lisowski Sheryl Ann

(Last) (First) (Middle)  
155 WILDWOOD 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)  
04/21/2015

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)  
Controller/Chief Acct. Officer

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					300 <sup>(3)</sup>	D	
Common Stock					780 <sup>(4)</sup>	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)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 42	04/21/2015		A	41,666	<u>(1)</u> 05/31/2024	Common Stock	41,666
Employee Stock Option (Right to Buy)	\$ 54					<u>(2)</u> 05/31/2021	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 22.5					<u>(2)</u> 05/31/2016	Common Stock	20,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships
Lisowski Sheryl Ann 155 WILDWOOD DRIVE WINONA, MN 55987	Director 10% Owner Officer Controller/Chief Acct. Officer

**Signatures**

/s/ John J. Milek,  
Attorney-in-Fact  
04/23/2015  
Date

\_\_Signature of Reporting Person

**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 options will fully 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%)

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each year thereafter.

The options will fully vest and become exercisable over a period of eight years, with 50% of the options vesting and becoming

- (2) exercisable half way through the relevant vesting period, and the remainder vesting and becoming exercisable proportionately each year thereafter.
- (3) Shares held jointly with reporting person's spouse.
- (4) Shares attributed to reporting person's account within 401(K) Plan as of April 21, 2015.

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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