

WISECUP REYNE K
Form 4
September 05, 2012

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 *
WISECUP REYNE 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)
2001 THEURER BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

WINONA, MN 55987

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	09/04/2012		M	10,000	A \$ 22.5	20,000	D
Common Stock	09/04/2012		S	10,000	D \$ 43.09	10,000 ⁽⁴⁾	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.5	09/04/2012		M	10,000	<u>(1)</u> 05/31/2013	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 35					<u>(2)</u> 05/31/2017	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
WISECUP REYNE K 2001 THEURER BLVD. WINONA, MN 55987	X		Executive Vice President	

Signatures

/s/ John Milek,
Attorney-in-Fact
Date: 09/05/2012

__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).
- (1) The option will fully vest and become exercisable over a period of five years from the date of grant on 4/17/2007, with 50% of the option vesting and becoming exercisable half way through the relevant vesting period and the remainder vesting and becoming exercisable

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incrementally (20%,20% and 10%) on each anniversary of the date of grant of the option occurring after the initial 50% vesting date.

- The option will fully vest and become exercisable over a period of five years from the date of grant on 4/19/2011, with 50% of the option
- (2) 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 date of grant of the option occurring after the initial 50% vesting date.

- The option will fully vest and become exercisable over a period of five years from the date of grant on 4/17/2012, with 50% of the option
- (3) 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 date of grant of the option occurring after the initial 50% vesting date.

- (4) Shares jointly owned 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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