

FASTENAL CO  
Form 8-K  
February 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 5, 2009**

**FASTENAL COMPANY**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction

of incorporation)

**1-16125**  
(Commission File Number)

**41-0948415**  
(IRS Employer

Identification No.)

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**2001 Theurer Boulevard**

**Winona, Minnesota**  
(Address of principal executive offices)

**55987-1500**  
(Zip Code)

**Registrant's telephone number, including area code (507) 454-5374**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 5, 2009, Henry K. McConnon, who is a director of Fastenal Company (Fastenal), has informed us that he plans to retire from the Fastenal Board of Directors (Board) effective immediately. Mr. McConnon, the President of Wise Eyes, Inc., an eyeglass retailer and wholesaler, has served on Fastenal's Board since our incorporation in 1968.

There were no disagreements between Mr. McConnon and Fastenal.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: February 5, 2009

FASTENAL COMPANY

/s/ Daniel L. Florness  
Daniel L. Florness  
Chief Financial Officer