

FASTENAL CO
Form 4/A
January 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
KIERLIN ROBERT 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)
07/14/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
07/16/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ _{(2) (3)} | 07/14/2004 | | X | | 25,366 ₍₅₎ | D | \$ 35 5,788,236 ⁽⁴⁾ D |
| Common Stock ⁽¹⁾ _{(2) (3)} | 07/15/2004 | | X | | 10,260 | D | \$ 35 5,777,976 ⁽⁴⁾ D |
| Common Stock | 07/15/2004 | | S | | 100,000 | D | \$ 60.255 5,677,976 ⁽⁴⁾ D |

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

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granted under the Plan in January 2002 that has not previously expired or terminated will expire on November 30, 2004. Each of the options vests and becomes exercisable six months prior to the scheduled expiration date of that option.

- If the holder of an option ceases to be employed by the issuer or one of its subsidiaries (other than as a result of death) prior to vesting of the option, the option will expire at the time employment is terminated. If the holder of an option ceases to be employed by the issuer or one of its subsidiaries (other than as a result of death) after vesting of the option, the option will expire on the earlier of the scheduled expiration date or 90 days after the date employment is terminated.
- (2) This reports the exercise of options granted in January 2002 under the Plan.
 - (3) Reporting person's spouse owns an additional 200 shares of common stock. The reporting person disclaims beneficial ownership of these shares.
 - (4) The number of shares reported as exercised was mistakenly reported.

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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