

FASTENAL CO
Form 4
January 05, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Soderberg John Lewis

(Last) (First) (Middle)

1757 SNOWFLAKE PLACE

(Street)

ONALASKA, WI 54650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FASTENAL CO [FAST]

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

01/03/2017

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 ____ Other (specify
below) 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 | | | | (A) or (D) | 314 ⁽³⁾ | I | Held in custodian account for Daughter |
| Common Stock | | | | (A) or (D) | 347 ⁽³⁾ | I | Held in custodian account for Daughter |
| Common Stock | | | | (A) or (D) | 329 ⁽³⁾ | I | Held in custodian account for Son |

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| | | | |
|-----------------|----------------------|---|---------------------------|
| Common Stock | 4,791 ⁽²⁾ | I | Held in 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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee Stock Option (Right to Buy) | \$ 47 | 01/03/2017 | | A | 9,574 | ⁽¹⁾ 12/31/2026 | Common Stock | 9,574 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Soderberg John Lewis 1757 SNOWFLAKE PLACE ONALASKA, WI 54650 | Executive Vice President |

Signatures

John J.
Milek-Attorney-in-Fact 01/05/2017

__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).
These options will fully vest and become exercisable over a period of five years, with 50% vesting and becoming exercisable halfway through the relevant vesting period, and the remainder vesting and becoming exercisable incrementally (20%, 20% and 10%) each year thereafter.
- (1) Shares attributed to reporting person's account within the issuer's 401(K) Plan as of December 31, 2016.
- (3) Reporting person disclaims beneficial ownership of these shares.

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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