

# **FASTENAL CO**

Reported by  
**LEWIS HOLDEN**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 01/20/17 for the Period Ending 01/03/17

Address	2001 THEURER BLVD WINONA, MN 55987
Telephone	5074545374
CIK	0000815556
Symbol	FAST
SIC Code	5200 - Retail-Building Materials, Hardware, Garden Supply
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	12/31

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Lewis Holden</b>  (Last) (First) (Middle)  <b>603 5TH AVENUE SW</b>  (Street)  <b>ROCHESTER, MN 55902</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FASTENAL CO [ FAST ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer/EVP</b>
	<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/3/2017</b>	
	<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>1/5/2017</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Employee Stock Option (Right to Buy)</b>	<b>\$47</b>	<b>1/3/2017</b>		<b>A</b>		<b>25532</b>		<b>(D)</b>	<b>12/31/2026</b>	<b>Common Stock</b>	<b>25532</b>	<b>\$0</b>	<b>25532</b>	<b>D</b>	

#### Explanation of Responses:

( The Date Exercisable was inaccurately reported in the Form 4 filed on January 5, 2017 and these options will fully vest and become exercisable over a period 1) of five years, with 40% vesting and becoming exercisable two years following the date of grant and the remainder becoming exercisable proportionately (20%, 20% and 20%) each year thereafter.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Lewis Holden</b> <b>603 5TH AVENUE SW</b> <b>ROCHESTER, MN 55902</b>			<b>Chief Financial Officer/EVP</b>	

#### Signatures

/s/ **John J. Milek - Attorney-in-Fact**

**1/20/2017**

\*\*Signature of Reporting Person

Date

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

\* 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).

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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