

# **FASTENAL CO**

Reported by  
**HEIN LELAND J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/18/17 for the Period Ending 10/16/17

|             |   |
|-------------|---|
| Address     | 2001 THEURER BLVD<br>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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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><br><br><b>Hein LeLand J</b><br>(Last) (First) (Middle)<br><br><b>2001 THEURER BLVD.</b><br>(Street)<br><br><b>WINONA, MN 55987</b><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>FASTENAL CO [ FAST ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Senior Executive VP</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>10/16/2017</b></p>  |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |   |   |

**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     |   |  |   |
| Common Stock                    | 10/16/2017     |                                   | M                         |   | 10000   | A          | \$27      | 21290   | D  |   |
| Common Stock                    | 10/16/2017     |                                   | S                         |   | 10000   | D          | \$47.1350 | 11290   | D  |   |
| Common Stock                    | 10/18/2017     |                                   | G                         | V | 1032  | D          | \$0       | 10258 (3)   | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |           | 5163 (2)  | I  | Held in 401(K) Plan                                   |

**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 |  |  |  |  |
| Employee Stock Option (Right to Buy)     | \$27   | 10/16/2017     |                                   | M                         |   | 10000  |     | (1)                                     | 5/31/2018       | Common Stock  | 10000                      | \$0  | 40000  | D  |  |

**Explanation of Responses:**

- (1) The options will fully vest and become exercisable over a period of eight years, with 50% of the option vesting and becoming exercisable half way through the vesting period, and remainder vesting and becoming exercisable proportionally each year thereafter.
- (2) Shares attributed to reporting person's account within issuer's 401(K) Plan as of October 17, 2017 and includes 89 shares added to this account since the reporting person's last report filed on January 5, 2017.
- (3) Includes 300 shares held in a self directed IRA.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| <b>Hein LeLand J</b><br><b>2001 THEURER BLVD.</b><br><b>WINONA, MN 55987</b> |               |           | <b>Senior Executive VP</b> |       |

**Signatures**

**John Milek, Attorney-in-Fact**

**10/18/2017**

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.